

FLORIDA GREEN BUILDING COALITION

BYLAWS

Adopted
January 13, 2016

ARTICLE I - NAME AND LOCATION

Section 1. Name. The name of the Corporation shall be the Florida Green Building Coalition, Inc. (FGBC)

Section 2. Location. The Corporation shall have and continuously maintain in the State of Florida, a Registered Office, and a Registered Agent whose office is identical with such Registered Office, as required by the State of Florida Nonprofit Corporation Act. The administrative offices of the Corporation shall be in such a place as the Board of Directors may designate from time to time.

ARTICLE II – DEFINITIONS

Whenever used in these Bylaws: Corporation shall mean the Florida Green Building Coalition, Inc.; Board shall mean the Board of Directors of the Corporation; Bylaws shall mean the Bylaws of the Florida Green Building Coalition, Inc. as amended from time to time; Program Participant shall mean any entity enrolled in the Corporation's certification program. General Interest Sector shall mean representatives from Public Advocate Affiliations, Academic and Research Affiliations and Government Affiliations; Industry Sector shall mean representatives from Development and Construction Affiliations, Design and Analysis Affiliations, Product Affiliations, and Real Estate and Finance Affiliations; At-Large representative shall mean individuals from any affiliation with a personal or professional interest in green building.

ARTICLE III - PURPOSES AND POWERS

Section 1. Purpose. The purposes for which the Corporation is organized are:

To develop and adopt standards for rating green buildings;

To develop and implement a certification program for sustainable building development and construction (green building), including but not limited to energy and water efficiency and health and quality implications. Such certification program will be open to any interested builder, manufacturer or product supplier regardless of whether it is a member of this organization. Provided however, that such certification program will not replace the requirements established by the State of Florida for

compliance with the Florida Building Code and ordinary testing and inspection procedures used by individual builders, manufacturers or suppliers in the use of their products;

To make available to any interested builder, manufacturer or supplier descriptive materials setting forth the corporation's certification programs and its green building standards;

To administer certification programs based upon the green building standards;

To award its certification mark pursuant to the rating standards to qualified builders and suppliers;

To educate the general public, institutional and governmental bodies of the long-term benefits of sustainable development and construction;

To promote and educate the public about green building practices;

To improve the energy and water efficiency, energy conservation potential, water conservation potential, indoor air quality, and sustainability of buildings and land developments;

To encourage housing affordability by increasing building sustainability;

To stimulate statewide acquaintance and fellowship among members and others interested in green building practices;

To provide opportunities for members and other interested parties to increase their knowledge of green building practices;

To increase understanding of the health implications of green building practices.

Section 2. Powers. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and the objectives and purposes herein set forth, it is expressly provided that the Corporation shall also have the following powers:

To borrow or raise moneys for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, accept, endorse, execute and issue promissory notes, drafts, bills of exchange and other negotiable and nonnegotiable instruments and evidences of indebtedness.

To purchase, lease, accept and receive by gift, devise or bequest, hold, sell, mortgage, or otherwise acquire, dispose of or deal in and with real and personal property of all kinds; to enter into, make perform, carry out and enforce any contract, agreement or transaction which it may desire to enter into, pursuant to any of its general purposes, with any persons, firm, association, trust or corporation, and to do and perform any and all of the objectives and purposes of the Corporation not forbidden by its Certificate of Incorporation or Bylaws or by the laws of the United States of America or the State of Florida.

To have offices and promote and carry on its objectives and purposes within the State of Florida.

Subject to the provisions of its Articles of Incorporation and these Bylaws, to do, perform and engage in such other acts, things, business, transactions, and operations as may be incidental to, or that may facilitate, the business and general purposes of the Corporation.

In general, to have all of the powers conferred upon a corporation by the laws of the State of Florida except as herein prohibited or forbidden and to take any and all actions herein set forth to the same extent as natural persons lawfully may.

ARTICLE IV – MEMBERSHIP

Section 1. Classes of membership.

Business Categories:

- Large Business: For businesses which have 50 or more employees.
- Medium Business: For businesses which have 16 to 49 employees.
- Small Business: For businesses which have 1 to 15 employees.
- Government Agency: For city, county, state, & federal government agencies, including state universities and colleges.
- Non-Profit Organization: For organizations which have Not-for-Profit status.

Individual Categories:

- Affiliates: For employees of a Business Category member
- Individuals: For those persons who are interested in or involved in Green Building, but who do not wish to receive the added benefits provided with a Business Category membership.
- Student: For full time students in high schools, colleges or universities.

A member shall be considered active if annual dues are current.

The Board of Directors shall establish and maintain a list of Benefits to be afforded members in each of the Membership Classifications.

Section 2. Application for membership. Application for membership in the Corporation shall be in writing on a form approved by the Board of Directors for that purpose. The application form shall be designed to elicit all relevant information necessary to determine the applicant's eligibility for

membership in the various Affiliations of the Corporation. Copies of the application form will be provided to prospective applicants upon request.

Section 3. Dues. General membership dues for active members are an annual obligation for the corporation fiscal year. General membership dues shall be fixed from time to time by the Board of Directors. The Board of Directors shall determine the time or times such dues shall be payable and may provide for the pro ration of such dues.

Section 4. Conduct. FGBC members may be required to follow rules of conduct regarding how they use the FGBC logo, the FGBC name and other activities that may be viewed as having the potential to damage the FGBC reputation. FGBC membership may be revoked in such cases (see article IX). Any rules of conduct shall be passed by the majority of the Board of Directors and shall be made available to all members.

ARTICLE V - GOVERNANCE

Section 1. Board of Directors. The governing body of the Corporation shall be its Board. The Board shall have supervision, control and direction of the affairs of the Corporation, its standards and certification programs, its committees, and its publications. It shall determine the general policies of the Corporation, actively promote the Corporation's goals and objectives and shall supervise the disbursement of funds. The Board may adopt rules and regulations for the conduct of its business, including the creation of local chapter of the Corporation. Prior to the Annual Meeting of the Corporation, the Board shall publish and make available to the membership an annual report.

Section 2. Board Composition. The Board shall be composed of 25 Directors. No more than two Directors shall be employed by the same organization. Three Directors shall be elected from each of the seven Affiliations and three shall be elected as At-large Directors as established by Article VI, Section 1. One Director shall be the Chair of the Florida Home Builders Association's (FHBA) Green Building Council (or its successors) or other individual as designated by the FHBA President. The Nominating Committee shall develop a procedure to assure continuity in the Board initially elected by the membership such that one director from each Affiliation and At-large serves a one year term; one director from each Affiliation and At-large serves a two year term, and one director from each Affiliation and At-large serves a three year term. The FHBA designated Director position shall be made

available as long as the FGBC/FHBA Joint Memorandum of Understanding is in effect. FHBA shall be responsible for appointing and changing the individual who will fill the FHBA designated Director position.

Section 3. Term of Office. Except as provided in Article V, Section 2, Directors shall be elected for a term of three years. The term of office of a director shall commence at the beginning of the first Board meeting following the Annual Meeting of the Corporation. A director shall hold office until their successor is duly elected and qualified or until the director resigns, is removed, or becomes ineligible. A director shall not serve more than two consecutive three-year terms, except that any such director may be eligible for reelection after a lapse of one year.

Section 4. Voting Control: Each member of the Corporation shall have one vote in electing directors and officers as described in Sections 5 and 6, however, no one entity shall be allowed to have more than five percent (5%) of the control of possible votes. If an entity's employee membership, combined with any entity member contractors that earn greater than fifty percent (50%) of their last twelve months earned income from the entity, may be exceeding five percent (5%) of all membership, then it shall inform the board of the possible control issue. Votes to be cast will be limited to a number of votes that do not exceed five percent (5%) of possible voting members by a process determined by the board or its designee. Any other attempt to financially influence control of voting or likely influence that could appear as such, through product or service discounts or other techniques, will also be viewed as voting control and must be reported to the board for remedy.

Section 5. Nomination and Election of Directors. Eight directors, one representing each affiliation and one at-large director, shall be elected annually by a ballot electronically distributed to the members of the Corporation. Nominees for the Board of Directors must have been a member in good standing for a minimum of one (1) year prior to nomination.

The membership of the Corporation shall be solicited for nominee recommendations for a period of at least 14 days.

The Nominating Standing Committee shall provide a list of eligible nominated candidates for director positions at least 60 days prior to the Annual Meeting.

The ballot shall allow at least a 14-day voting period. The distribution time stamp shall be used to determine the timeliness of all ballots. The ballot for the election shall be designed so that candidates from each affiliation and the at-large candidates are grouped together and each Corporation member may cast one voting unit for a candidate from each grouping. The candidate from each grouping receiving the largest number of votes cast by the membership shall be deemed elected and shall take office at the first Board of Directors meeting following the Annual Meeting of the Corporation. Ties shall be broken by a majority vote of the Board of Directors.

Section 6. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall serve without compensation. A nominee must have served on the Board for the immediate full annual cycle preceding his/her nomination for officer. Additionally, a nominee for the office of President must have actively served as an officer for one year any time during the nominee's current Board term or actively served, during the immediate full annual cycle, on the Standards Committee or one of its working committees and, either the Education Committee, Programs & Promotions Committee, or one of their working committees. Actively Served is defined as attending at least 50 percent of the required committee meetings with the intention that the nominee will have a well-rounded working knowledge of the organization.

The Nominating Committee shall solicit nominations for the offices of President, Vice President, Secretary and Treasurer immediately following the Board of Director election. The membership of the Corporation shall be solicited for nominee recommendations for a period of at least 14 days.

The Nominating Committee shall provide a ballot of one or more eligible, nominated candidates for each of the offices of President, Vice President, Secretary, and Treasurer within 21 days following the Board of Director elections.

The ballot shall allow at least a 14-day voting period and will close no later than 14 days prior to the Annual Meeting of the Corporation. The distribution time stamp shall be used to determine the timeliness of all ballots.

A formal vote is not required for uncontested officer positions, however, all nominated candidates and their respective positions will be listed on the ballot for information purposes.

Officers shall take their positions at the first Board of Directors meeting following the Annual Meeting of the Corporation.

The President, Vice President, Secretary and Treasurer shall each serve until a successor has been duly elected and qualified.

Section 7. Term of Office. Officers shall not serve more than two consecutive one-year terms in their respective offices, except that any outgoing treasurer shall be allowed to serve three months after the annual meeting in order to complete the accounting of the annual conference.

Section 8. Duties of the President. The President is the chief elected officer of the Corporation, and is its primary spokesperson. The President shall preside at all meetings of the Corporation and the Board of Directors. He shall serve as Chair of the Executive Committee of the Board, and he shall perform such other duties as may be required or permitted by these Bylaws, or as the Board may from time to time direct. He shall also appoint all special committees, subject to the approval of the Board, as the need for such may arise.

Section 9. Duties of the Vice President. The Vice President shall preside at all meetings of the Corporation or of the Board in the absence of the President. He shall also perform such other duties as the President or Board may from time to time direct. Upon the death, resignation, removal or incapacity to act of the President, the Vice-President shall succeed to the Presidency for the unexpired portion of the President's term.

Section 10. Duties of the Secretary. The Secretary shall be responsible for keeping accurate minutes of the proceedings of the Board of Directors and for distributing copies to the members of the Board of Directors within ten (10) days following the Board of Directors meetings. The Secretary shall also be responsible for keeping accurate minutes of the proceedings of the General Membership and for distributing copies to the members at the following General Membership meeting.

Section 11. Duties of the Treasurer. The Treasurer shall oversee all securities and bank accounts and shall have authority to transfer funds from the income account to the operating account as recommended by the Finance Committee and ratified by the Board of Directors. . He shall exercise surveillance over all investments of the Corporation and shall have the power to invest Corporation funds in excess of current demands in income-producing investments, as pre-approved by the Board of Directors. He shall report such transactions to the Board of Directors. He shall ensure the preparation of complete, accurate and timely financial reports, including investment results, and shall review such reports with the Board. He shall provide an annual budget to the Board of Directors. He shall serve as Chair of the Finance Committee.

Section 12. Duties of the Executive Director. The Board may hire or cause to be hired an Executive Director for the Corporation. He shall perform such duties as are appropriate and as may be assigned to him by the Board of Directors. He shall execute the policies of the Corporation as prescribed from time to time by the Board, and he shall be responsible to the Board. He shall select such employees for the operation of the Corporation's office as he may deem necessary, who shall receive such salaries, within the limits of the budget, and perform such duties as may be prescribed by him. He shall submit to the Finance Committee a suggested budget for the Corporation. He shall also certify to the accuracy of the authorization for all bills and vouchers upon which money is paid. He shall collect all monies due the Corporation and deposit its funds as instructed by the Board, and shall have charge of the books and accounts, which shall be audited biennially or at the discretion of the Board by a Certified Public Accountant. He shall have authority to sign checks on an operating fund for the payment of current expenses of the Corporation.

Section 13. Removal of Directors and Officers; Vacancies; Absences. Any officer or director may be removed for due cause by an affirmative vote of two-thirds of the Board of Directors. Except as provided in Article V, Section 8, any vacancies on the Board of Directors, however created, shall be filled by the Board of Directors. The term of an officer or director elected to fill such a vacancy shall begin at the time of his election and qualification, and he shall hold office for the unexpired term. Any Director who shall be absent from meetings of the Board for a total of three (3) times during a 12-month cycle shall be automatically removed from the Board.

Section 14. Compensation/Reimbursement of Expenses. No Director shall be paid any compensation for services to the Corporation but the Board may authorize reimbursement for any expenses incurred by a Director in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VI - AFFILIATIONS.

Affiliations are the primary organizational units of the Corporation. Every candidate for the Board of Directors shall declare his Affiliation. Such declaration of Affiliation shall: 1) be based on the candidate's principal source of income; 2) be made each and every time a candidate runs for the Board or for an Office of the Corporation; and 3) be subject to the approval of the Board. In the event that the Affiliation of a Board member changes during his term of office, it shall not affect his term of office or his responsibilities as a Board member or Officer of the Corporation. The Affiliations of the Corporation shall be: 1) Public Advocate; 2) Academic and Research; 3) Government; 4) Development and Construction; 5) Design and Analysis; 6) Products; 7) Real Estate, Finance & Property Services; and, 8) At-Large.

ARTICLE - VII – COMMITTEES

Section 1. Establishment of Committees. The Board shall have the power to create standing and working committees of the Corporation and to define, limit or enlarge the function of any such committee consistent with these Bylaws. The Board shall appoint and remove any committee member and fix the terms of such appointment unless otherwise prescribed by these Bylaws. The Board may prefer to assign any matter to any committee, make rules with respect to their governance not inconsistent with these Bylaws and discharge or terminate any such committees. Unless otherwise provided by these By-Laws, each committee shall recommend for Board approval a chair and vice chair. Any committee action shall be subject to confirmation by the Board before becoming effective.

Section 2. Executive Committee. The Executive Committee of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, the Chairs of each Standing Committee, the Immediate Past President, and the Executive Director, who shall be a non-voting member. The President and Vice President shall serve as Chair and Vice Chair, respectively, of the Executive Committee.

- A. Duties: The Executive Committee shall act as a planning committee of the Corporation, shall implement policies and directives passed by the Board of Directors, and shall transact business of the Corporation between Board meetings in accordance with its Bylaws and the policies and instructions of the Board of Directors. Actions by the Executive Committee are subject to the approval of the Board and shall be ratified at the next meeting of the Board of Directors.
- B. Meetings: The Executive Committee shall meet at the call of the President or at the request of any two members thereof. A majority of the voting members of the Executive Committee shall constitute a quorum for any meeting.

Section 3. Finance Committee.

The purposes of the Finance Committee are:

1. To periodically review the Corporation's financial position, bank and lender relationships, Committee budget requests, and other matters relating to the Corporation's financial condition to monitor the overall financial health of the Corporation;
2. To safeguard the Corporation's assets through review of the adequacy of its insurance coverage; effectiveness of its internal controls; compliance with IRS regulations relating to exempt organizations, and the timely filing of all required state and federal corporate and tax documents;
3. To establish investment and cash management guidelines, hire and evaluate professional advisors, and monitor investment performance.
4. To arrange for an outside audit of the Corporation's finances and operations as required by the Bylaws or when deemed necessary by the Board, and to review the audit report with the auditor and report the results to the Board;

The Committee shall be comprised of not less than five (5) and no more than seven (7) members as appointed by the Board. The members of the Committee shall consist of:

- The Treasurer, who shall serve as Chair of the committee
- The Executive Director, who shall serve as a non-voting member
- One Board member from the Industry Sector
- One Board member from the General Interest Sector.
- Two additional members as may be appointed by the Board.

All members shall serve at the pleasure of the Board and for a term of one year. The Committee shall meet, at a minimum, once annually.

Section 4. Standing Committees. The following committees shall be known as Standing Committees of the Corporation:

Nominating Committee. The Nominating Committee shall be responsible for all electoral nominations and shall perform the functions described in section Article V, Section 5. The Immediate Past President shall serve as Chair

Research and Technical Committee. The Committee shall provide research, technical review and recommendations on certification criteria to the Standards Committee to ensure accuracy within each of the Standards.

Standards Committee. The Committee shall be responsible for the oversight of the standards development process, compliance with the Standards policies, and the annual review of modifications to the Standards such that the Standards remain competitive, technically accurate and incorporate best management practices. It shall be comprised of a Board approved Chair, the chairs of each of the standard committees, the Chair of the Research & Technical Committee, and at least one officer of the Corporation.

Education Committee. The committee shall be responsible for developing educational materials and programs that can be promoted to members, industry and the public.

Program and Promotion. The committee shall be responsible for membership development, communication strategies and the marketing of the Corporation's programs.

Ethics Committee. The committee shall be responsible for: Receiving, initiating, and investigating complaints of unethical conduct of Members; dismissing or resolving cases; taking disciplinary action according to the policies of the Corporation; and formulating rules or principles of ethics for adoption by the Board of Directors. Only complaints that violate FGBC policy or program standards shall be considered by the Ethics Committee.

The Ethics Committee shall be comprised of 10 people who will serve one-year terms or until the end of their service on any active case, whichever is later. A list of nominees selected by the FGBC President, Vice-President and Executive Director will be presented to the Executive Committee for selection by majority vote. Appointees can be reappointed to serve an additional 1-year term. Term service will begin seven (7) months after the Annual Meeting of the Corporation.

The work of the Ethics Committee, including information and recommendation on all cases before it, shall be kept confidential, except as provided by the Ethics Committee in rules and procedures

approved by the Board of Directors, consistent with the objectives of the Committee and the interest of the Corporation.

Section 5. Working Committees. The Executive Committee may establish and define the responsibilities of such Working Committees as are deemed necessary for the proper conduct of the affairs of the Corporation. The President shall appoint an interim chair and vice chair of each Working Committee, who shall serve at the pleasure of the Working Committee. Each Working Committee shall be permitted to recommend for Board approval a chair and vice-chair as provided in Article VII, Section 1. A Working Committee shall limit its activity to the accomplishment of the task for which it is appointed, after which time it shall report to the Board and upon acceptance of its report, shall stand discharged. The Chair of a Working Committee shall be a voting member of the committee.

Section 6. Committee Quorum. Unless otherwise provided in a resolution by the Board designating a quorum, a majority of committee members, but not less than three (3), shall constitute a quorum at any duly called committee meeting, except for each of the standards committees, which shall require nine (9) members as a quorum.

Section 7. Authority. All standing and working committee actions and recommendations shall be approved by the Board prior to implementation. The actions and reports of the Nominating Committee and Ethics Committee shall be in accordance with these Bylaws but are not subject to approval by the Board. No committee shall have or exercise the authority of the Board in the management of the Corporation unless such authority is explicitly delegated to the committee by resolution of two-thirds affirmative majority vote of the Board.

Section 8. Meetings. Each standing and working committee shall meet at the call of the committee chair or as otherwise directed by these Bylaws. A committee meeting shall be called at the request of the majority of the committee members.

Section 9. Voting. Each standing and working committee member shall have one vote. Committee chair(s) shall have no vote except in the event of a tie, unless otherwise provided in these Bylaws. Voting may be by voice, show of hands, written, mail or electronic mail (e-mail) ballot, or by telephone. Members may not vote by proxy and there shall be no alternates.

Section 10. Rules. Each standing and working committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules which may be adopted by the Board, subject to Board ratification. Unless otherwise prescribed and if a quorum is present, the will of the majority shall prevail. Robert's Rules of Order shall govern all debates when not in conflict with these Bylaws. On request, any motion or resolution offered at any meeting shall be furnished to the President in writing before the question is put.

ARTICLE VIII - MEETINGS

Section 1. Annual Meetings of the Corporation. The Annual Meeting of the members of the Corporation shall be held at such time and place as the Board of Directors may determine. Written or printed notice shall be mailed or e-mailed to each member not less than 30 days before the date of the meeting.

Section 2. Special Meetings of the Corporation. The Secretary shall call a special meeting of the members of the Corporation when so requested by the Board of Directors, or by written request of one-third of the total votes authorized to be cast by the active members of the Corporation. Written notice stating the place, day and hour of the special meeting, and the purposes for which it is called, shall be mailed or e-mailed to each member not less than thirty days before the date of the meeting. No business other than that specified in the notice of the meeting shall be transacted at a Special Meeting.

Section 3. Quorum at the Meetings of the Corporation. One-third of the total votes authorized to be cast by the active members of the Corporation, present in person at any meeting of the members of the Corporation, shall constitute a quorum. No votes may be taken in the absence of a quorum

Section 4. Voting by Members of the Corporation. Voting in the general affairs of the Corporation shall be confined to active members, with each such member being entitled to one voting unit. Proxies will not be allowed unless specifically authorized by the Board. Unless otherwise provided by these Bylaws, a majority of the votes entitled to be cast by members present at a meeting at which a quorum is present shall be the act of the members. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if consent in writing, setting forth the action so

taken, is signed by all of the members entitled to vote. Such consent may be executed in counterparts and shall be effective as of the date of the last signature thereon, unless otherwise stated in the consent.

Section 5. Meeting of the Board of Directors. The organizational meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the general membership of the Corporation. In addition, the Board shall meet at least quarterly. Notice of each meeting of the Board of Directors, stating the date, hour and place of such meeting, shall be mailed or e-mailed to each member of the Board of Directors at least ten days before the meeting. Any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors. Such consent may be executed in counterparts and shall be effective as of the date of the last signature thereon, unless otherwise stated in the consent. Proxies are not permitted at meeting of the Board.

Section 6. Quorum and Voting, Board of Directors. A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise provided by these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Where a two-thirds or three-fourths vote of the Board of Directors is required, the act of two-thirds or three-fourths of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Adjournment of Meetings. In the event that a quorum shall not be present at any duly called meeting of the members, the Board of Directors, the Executive Committee, or of any Standing, Working or special committee, the members present and entitled to vote at any such meeting may adjourn the meeting from time to time until a quorum is present, when any business may be transacted which might have been transacted at the meeting originally called

ARTICLE IX - TERMINATION OF MEMBERSHIP

Section 1. Resignation. Any member may resign at any time from the Corporation by written notice to the President. Such resignation shall not relieve such member of their obligation for all dues,

assessments, or indebtedness due to the Corporation for the fiscal year during which the written resignation is received or prior fiscal years.

Section 2. Expulsion of Members. A members who shall: (i) be more than four months in arrears in the payment of any dues or assessments of the Corporation; (ii) commit a substantial breach of any provision of these bylaws; or (iii) refuse or neglect to comply with any lawful rule or practice duly adopted for the governance of the Corporation, may have their membership terminated by the Board of Directors; provided, however, that such member shall be given prior written notice of the contemplated action by the Board of Directors and the reason or reasons therefore, with the right to appear with counsel and be heard before the Board prior to its taking any final action with respect to such termination of membership. Any such termination of membership shall occur only by an affirmative vote of three-fourths of the Board of Directors. A terminated member shall be given a full report of the Board's decision and the reasons therefore. The members of the Board shall keep all deliberations related to expulsion proceedings confidential, except that if a member has been terminated, the Corporation may make an appropriate announcement to that effect. This section of the Bylaws may not be amended at the same meeting where expulsion action is taken, and three-fourths of the Board of Directors must approve any amendment to this section.

Section 3. Reinstatement of Membership. Any application for reinstatement of membership by a former member shall be treated in accordance with the appropriate provisions of these bylaws regarding new members. No such applicant shall be reinstated to membership until he has discharged all past indebtedness to the Corporation.

ARTICLE X – GENERAL

Section 1. Seal. The Board shall provide a suitable seal containing the name of the Corporation and the place and year of incorporation, which shall be in the custody of the Secretary or his designee.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31. An audit of the books and records shall be made at least biennially by a certified public account and a copy of the audit shall be available in the administrative office for inspection by any director.

Section 3. Dissolution. In the event of the dissolution or final liquidation of the

Corporation, the Board shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue code of 1954 (or the corresponding provision of any United States Internal Revenue Law) in force at the time, as the Board shall determine.

Section 4. Contracts. The Board may authorize its administrative staff, any officer or officers, agents or agents of the Corporation, in addition to the officer so authorized by these Bylaws, to enter into any contract or execute and deliver instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 5. Checks, Drafts. All checks, drafts or orders for payment of money, notice of other evidence of indebtedness incurred in the name of the Corporation shall be signed by such officer(s), or agent(s) of the Corporation in such manner as shall from time to time be determined by resolution of the Board. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation bank or trust company or other depositories as the Board may select.

Section 6. Nonprofit Character. The Corporation shall not afford any pecuniary gain, incidentally or otherwise, to its Directors, elected Officers, or committee volunteers. They shall have no personal liability for corporate obligations.

Section 7. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board, and shall keep at its registered or principal office a record giving the names and addresses of those entitled to vote. All books and records of the Corporation may be inspected by any Director or his agent or attorney for any proper purpose at any time within normal business hours.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify, to the extent permitted by the laws of the State of Florida, every individual who has been or now is (1) a duly appointed or elected director or duly appointed or elected alternate of the Corporation; or (2) a duly elected or appointed officer of the Corporation; or (3)

an employee of the Corporation in the performance of his specified duties; or (4) any person who may have been or now is serving at the Corporation's request as a representative, director, or officer of another corporation, whether for profit or not for profit. Said individuals shall be indemnified against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having served in such capacity as described above, except in relation to matters to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such individual may be entitled under any bylaw, agreement, vote of Board, or otherwise.

ARTICLE XII - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed by affirmative two-thirds majority vote of all Directors eligible to vote if at least ten days written notice given of intention to alter, to amend, to repeal, or to adopt new bylaws at such Meeting.

ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be made in the following manner: the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at the next Meeting of the Board. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director entitled to vote at least 30 days prior to the Meeting of the Board at which the proposed amendment is to be considered. The proposed amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of all Directors eligible to vote.