

BYLAWS
OF
FOUNDATION FOR FOSTER CHILDREN, INC.

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BYLAWS
OF
FOUNDATION FOR FOSTER CHILDREN, INC.

(Amended and Restated April 12, 2023)

ARTICLE I - PURPOSES

Section 1.01. Corporation Not For Profit. Foundation for Foster Children, Inc. (the “Corporation”) is a Florida not for profit corporation formed in accordance with Chapter 617 of the Florida Statutes.

Section 1.02. Charitable Purposes. The Corporation is organized and operated exclusively for charitable, religious, scientific, educational and/or literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - OFFICES

Section 2.01. Principal Office. The principal office of the Corporation shall be at the location as determined from time to time by the Board of Directors.

Section 2.02. Registered Office. The Corporation shall maintain a registered office with a registered agent in the State of Florida at the location as determined from time to time by the Board of Directors.

Section 2.03. Other Offices. The Corporation may also have other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III - NO MEMBERS

The Corporation shall have no members.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01. Management. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Corporation’s Board of Directors.

Section 4.02. Number of Directors. The number of directors of the Corporation shall be at least fifteen (15), with the total number of directors to be established from time to time by the Board of Directors; provided, that no decrease in the number of directors shall have the effect of

shortening the term of an incumbent director. In advance of any meeting to elect directors, the Board of Directors shall determine the number of directors to be elected and inform the Planning Committee of such number of directors for nomination.

Section 4.03. Election and Term.

(a) The directors shall be elected from time to time, as may be necessary to fill positions, at the annual meeting or at any other properly called regular meeting of the Board of Directors, as follows:

(i) The members of the Board of Directors shall elect directors to hold office for three-year terms of office on a staggered basis; provided, that a director may be elected to a one- or two-year term as established at the time of such director's election.

(ii) The members of the Board of Directors may elect a former foster youth as a director to serve a one-year term of office which may be renewed up to 5 times as provided in Section 4.03(b).

(iii) At any meeting to elect directors, the Planning Committee shall present nominations for directors (in accordance with the procedures set forth in Section 7.05) and the Board of Directors shall elect directors from among the nominations.

(b) Each director shall hold office until the meeting of the Board of Directors at the conclusion of the term for which such director is elected or until such director's earlier resignation, removal from office or death. After serving six (6) consecutive years, a director (other than a director named as an initial director of the Corporation in the Articles of Incorporation) may not be re-elected until one year has passed; provided, however, that any director elected to serve as President may be elected to serve as a director through such director's term of office as Immediate Past President. Each person named in the Articles of Incorporation as a director of the initial Board of Directors shall hold office until his or her resignation, removal from office, or death, or until his or her successor is appointed.

Section 4.04. Qualification. Directors must be natural persons who are eighteen (18) years of age or older but need not be residents of the state of Florida.

Section 4.05. Resignation of Directors.

(a) A director may resign at any time by delivering written notice to the Board of Directors or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

(b) A director will be considered to have given notice of resignation and his or her position shall be declared vacant by the Board of Directors if such director fails to attend three consecutive regular meetings of the Board of Directors, unless the absences are excused by the

President in the President's discretion.

Section 4.06. Removal of Directors. At a meeting of the Board of Directors called expressly for the purpose of removing one or more directors, any director may be removed, with or without cause, by a vote of three-fourths of the full Board of Directors.

Section 4.07. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office for such period of time as determined by the Board of Directors at the time such director is elected.

Section 4.08. Compensation. No member of the Board of Directors shall receive any compensation from the Corporation for providing services as a director; provided, however, that the directors may be reimbursed for any reasonable out-of-pocket expenses incurred in furtherance of their duties as directors if approved by the Board of Directors.

Section 4.09. Duties of Directors. A director shall discharge such director's duties as a director, including such director's duties as a member of any committee of the Board of Directors on which such director may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the Corporation.

In performing such director's duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or
- (c) a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director's office in compliance with the provisions of this Section.

Section 4.10. Liability of Directors. The directors of the Corporation shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, or for the debts, liabilities, or other obligations of the Corporation unless:

- (a) the director breached or failed to perform such director's duties as a director; and
- (b) the director's breach of, or failure to perform, such director's duties constitutes:
 - (i) a violation of the criminal law, unless the director had reasonable cause to believe such director's conduct was lawful or had no reasonable cause to believe such director's conduct was unlawful;
 - (ii) a transaction from which the director derived an improper personal benefit, directly or indirectly; or
 - (iii) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

Section 4.11. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or directors' votes are counted for such purposes, provided:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors or a committee.

For purposes of Section 4.11(a) above, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of majority of the directors on the Board of Directors, or on the committee, who have no relationship or interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise authorized, approved, or ratified as provided in this Section, but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under other sections of these Bylaws.

The Corporation may adopt a separate Conflict of Interest Policy. Any such policy (if adopted) will supplement but not replace this Section.

Section 4.12. Executive Director. The Board of Directors shall employ an Executive Director to manage and conduct the day-to-day affairs of the Corporation. The Executive Director is responsible for hiring and supervising staff. The Executive Director shall attend all meetings of the Board of Directors and of the Standing Committees (except for any meeting at which the Executive Director's compensation or conduct will be discussed) and any other meetings as directed by the President. The Executive Director may sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these Bylaws, or by law to some other officer or agent of the Corporation. The Executive Director's compensation shall be fixed by the Board of Directors. The decision to employ, or to terminate the employment of, the Executive Director shall be by a vote of three-fourths of the full Board of Directors.

ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS

Section 5.01. Meetings.

(a) Annual and Regular Meetings. The Board of Directors shall hold an annual meeting each year on such date and at such time as may be fixed by the Board of Directors. At the annual meeting, the Board of Directors shall elect directors and officers and transact such other business as may be properly brought before the meeting. Regular meetings of the Board of Directors shall be held on such dates and at such times as may be fixed by the Board of Directors. At the regular meetings, the Board of Directors may elect directors and shall transact such business as may be properly brought before the meeting.

(b) Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or upon written request of any five (5) members of the Board of Directors submitted to the President, at such times as designated by the President. At such special meetings, the Board of Directors shall transact such business as may be properly brought before the meeting.

Section 5.02. Place of Meetings. Meetings of the Board of Directors may be held either within or without the State of Florida at such place or places as the President or the Board of Directors may determine from time to time by providing written notice pursuant to Section 5.03.

Section 5.03. Notice of Meetings. Written notice of the date, time and place of all meetings of the Board of Directors shall be given to each director at least two (2) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the

place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

The purpose of any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting (unless otherwise required by these Bylaws or by law).

Section 5.04. Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors, unless a greater number is required by these Bylaws.

Section 5.05. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors where corporate action is taken is deemed to have assented to the action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

Section 5.06. Telephone/Video and Similar Meetings. The directors may participate in, and hold meetings by means of, conference telephone, video conference or similar communications equipment such that all persons participating in the meeting can hear each other. A director participating in a meeting by such means shall be deemed to be present in person at such meeting.

Section 5.07. Action without a Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws or applicable law to be taken at a Board of Directors meeting or a committee meeting, may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. Such action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. A signed written consent may be transmitted by mail, messenger, courier, facsimile, scan/e-mail, or any other reasonable method satisfactory to the Secretary. A director may also sign and transmit a written consent in an e-mail by typing an unqualified approval (such as "yes," "approved," or similar) to a proposed action in the e-mail and typing such director's name underneath the approval in the e-mail; a written consent is not signed if the director includes any conditions to the approval of the proposed action in the e-mail. Action taken under this Section shall be effective when the last director signs the consent, unless the consent specifies a different effective date. A written consent signed under this Section has the same effect as a meeting vote and may be described as such in any document.

ARTICLE VI - OFFICERS

Section 6.01. Officers. The officers of the Corporation shall consist of a President, a President-Elect or a Vice President (in alternating years), a Secretary, a Treasurer, and an Immediate Past President, and such other officers as the Board of Directors may from time to time consider

necessary for the proper conduct of the business of the Corporation.

Section 6.02. Election, Term of Office and Qualification. Each officer shall be elected by the Board of Directors at the annual meeting of the Board of Directors from a slate presented by the Planning Committee. The President shall hold office for a term of two years and shall thereafter serve an additional one-year term as Immediate Past President and may serve a second one-year term as Immediate Past President. All other officers shall hold office for a term of one year. In alternating years, a Vice President or a President-Elect shall be elected, such that a Vice President is elected to hold office for the first year and a President-Elect is elected to hold office for the second year, of the President's two-year term. Each officer shall hold office until the annual meeting of the Board of Directors at the conclusion of such officer's term and his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 6.03. Resignations. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors of the Corporation may fill the pending vacancy before the effective date if the Board of Directors provides the successor does not take office until such effective date.

Section 6.04. Removal. The Board of Directors may remove any officer at any time, with or without cause, by a vote of three-fourths of the full Board of Directors.

Section 6.05. Vacancies. Any vacancy in any office occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election to such office.

Section 6.06. Contract Rights. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with such officer.

Section 6.07. Duties of Officers.

(a) President. The President shall maintain general oversight over the affairs of the Corporation, subject to the direction of the Board of Directors. The President shall preside at all meetings of the Board of Directors and of the Executive Committee, and shall have such other powers and duties as may be prescribed from time to time by resolution of the Board of Directors.

(b) President-Elect or Vice President. The President-Elect or Vice President shall serve as assistant to the President and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President. In the absence or disability of the President, the President-Elect or Vice President shall perform the duties and have the authority and the power of the President.

(c) Secretary. The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall review the minutes of all meetings of the Board of Directors (prepared by staff), and shall cause notice of meetings to be sent where required under these Bylaws or otherwise required by law. The Secretary shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

(d) Treasurer. The Treasurer shall have oversight of all corporate funds and financial records, shall oversee the preparation of full and accurate records of receipts and disbursements and render accounts thereof whenever required by the Board of Directors or by the President, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

(e) Immediate Past President. The Immediate Past President shall support the President and assist with governance transitions. The Immediate Past President shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the President.

Section 6.08. No Compensation. The officers of the Corporation set forth in this Article VI shall not be entitled to compensation for their services as officers.

ARTICLE VII - STANDING COMMITTEES

Section 7.01. Standing Committees. The Corporation shall have the following Standing Committees, as described in detail in this Article:

- (a) Executive Committee;
- (b) Finance/Audit Committee;
- (c) Management Committee;
- (d) Planning Committee; and
- (e) Personnel/Grievance Committee.

The members of the Standing Committees shall serve at the pleasure of the Board of Directors.

Section 7.02. Executive Committee.

(a) Authority. The Executive Committee shall have the duty and authority to handle the business affairs of the Corporation between the meetings of the Board of Directors. The Executive Committee shall develop strategic initiatives as follows: (i) annually review the ten-year strategic plan presented by the Executive Director to ensure that the Corporation is carrying out its mission and report its findings to the Board of Directors; (ii) ensure that the Corporation has a system in place for evaluating and communicating the effectiveness of its programs. The Executive Committee shall make reports to the Board of Directors upon request by the President

or the Board of Directors.

(b) Members. The Executive Committee shall consist of the officers of the Corporation described in Article VI above and the (non officer) Chairs of the other Standing Committees. The President of the Corporation shall serve as Chair of the Executive Committee.

Section 7.03. Finance/Audit Committee.

(a) Authority. The Finance/Audit Committee shall have the duty and authority, in consultation with the President of the Corporation and subject to ratification and approval by the Board of Directors, to:

(i) develop the annual budget and submit it to the Executive Committee for review and then to the Board of Directors for approval; and

(ii) assess and monitor the financial health of the Corporation, including, but not limited to, the following: (A) review the financial reporting for the Corporation; (B) review the internal controls for the Corporation; (C) review regulatory and tax requirements of the Corporation; (D) financial risk management of the Corporation; and (E) interaction between management and auditors.

The Finance/Audit Committee shall provide periodic reporting to the Executive Committee and Board of Directors regarding its assessments and recommendations with respect to the foregoing.

(b) Members. The President-Elect or Vice President and the Treasurer shall serve on the Finance/Audit Committee and the President may appoint additional members to serve on the Finance/Audit Committee. The Treasurer of the Corporation shall serve as Chair of the Finance/Audit Committee.

Section 7.04. Management Committee.

(a) Authority. The Management Committee shall manage operational risks by taking the following actions: (i) create an internal SWAT/Risk analysis and present to the Board of Directors on an annual basis; (ii) review and resolve issues presented by the Executive Director related to operational risks; and (iii) review insurance coverage for the organization as presented by the Executive Director. The Management Committee shall implement governance measures as follows: (i) promote compliance with the Corporation's Bylaws and provide oversight for amendment of the Bylaws; (ii) review policies and procedures of the Board of Directors annually; (iii) review on a regular basis the Board of Director's practices regarding director participation, conflict of interest, and confidentiality, and suggest improvements; and (iv) review the annual assessment of performance of the Board of Directors prepared by staff and present results to the Board of Directors. The Management Committee shall report to the Executive Committee or the Board of Directors regarding the foregoing.

Section 7.05. Planning Committee.

(a) Authority. The Planning Committee shall recruit new members to the Board of

Directors by taking the following actions: (i) identify candidates for the Board of Directors and explore their interest and availability for service on the Board of Directors; (ii) coordinate leadership succession planning for the Board of Directors, taking steps to recruit and prepare for future officers of the Board of Directors; (iii) assess current and anticipated needs related to composition of the Board of Directors, determining the knowledge, attributes, skills, abilities, influence, and access to resources the Board of Directors will need to accomplish future work of the Board of Directors; and (iv) develop an annual slate of corporate directors and officers and provide nominations of directors to the Board of Directors as needed to fill vacancies or as otherwise requested by the Board of Directors (and any other nominations as may be requested from time to time by the Board of Directors). The Planning Committee shall strengthen Board relationships by taking the following actions: (i) coordinate Board development, training and retention; (ii) design and implement an ongoing program of Board education and team building, to include a program at the annual Board retreat;(iii) develop and maintain a job description for Board membership; (iv) design and oversee the orientation process for new members of the Board of Directors; and (v) determine the interest and re-election status of existing members of the Board of Directors. The Planning Committee shall provide nominations as requested by the Board of Directors from time to time and shall report to the Executive Committee or the Board of Directors regarding the foregoing.

(b) Members. The President shall appoint members to serve on the Planning Committee and shall appoint the Chair of the Planning Committee from among its members.

Section 7.06. Personnel/Grievance Committee.

(a) Authority. The Personnel/Grievance Committee is responsible for developing a personnel policy and shall operate as a grievance committee for purposes of personnel and non-personnel issues. The Personnel/Grievance Committee shall (i) prepare the annual Executive Director assessment including quarter metrics and approve the Executive Director's development plan; and (ii) propose the Executive Director's annual salary and bonus to the Board of Directors for approval.

The compensation for the Executive Director (and other employees or independent contractors of the Corporation) shall not exceed an amount that is reasonable. In making the proposal of the amount of proposed compensation for the Executive Director, the Personnel/Grievance Committee shall use appropriate data to determine the amount of compensation, such as compensation paid by similar organizations for functionally comparable positions and/or current compensation surveys compiled by independent firms. The Personnel/Grievance Committee shall adequately document the basis for its determination, concurrently with making its decisions, by maintaining in the Corporation's written or electronic records (i) the terms of the arrangement and the date of its approval, (ii) the members of the Personnel/Grievance Committee who were present during the discussion of the compensation arrangement and those who voted on the arrangement, and (iii) the comparability data obtained and relied upon by the Personnel/Grievance Committee and how the data was obtained. If the Personnel/Grievance Committee determines that reasonable compensation is higher than the range of comparability data obtained, then the Personnel/Grievance Committee must record the basis for its determination and communicate the same to the Board of Directors. The Personnel/Grievance Committee shall report to the Executive

Committee and Board of Directors regarding its operations.

(b) Members. The Personnel/Grievance Committee shall consist of the President of the Corporation and the Chairs of the Finance/Audit Committee and the Management Committee, and the President may appoint additional members. The President shall serve as the Chair of the Personnel/Grievance Committee.

Section 7.07. Procedures Applicable to Committees. The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to committees and their members. No committee shall have the authority to:

- (a) fill vacancies on the Board of Directors or any committee thereof; or
- (b) adopt, amend or repeal the Bylaws.

Each committee established pursuant to this Section must have two (2) or more committee members who shall serve at the pleasure of the Board of Directors. The chair of each committee and a majority of the persons on each committee must be directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one or more directors as alternate committee members of any such committee who may act in the place and stead of any absent committee member or members at any meeting of such committee.

Neither the designation of any committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 7.08. Advisory Committees. The Board of Directors may establish Advisory Committees in order to more fully implement the Corporation's mission by providing advice and input to the Board of Directors that the Board of Directors determines would be helpful to the Board of Directors. The President of the Corporation shall appoint each Advisory Committee chairperson. Each Advisory Committee shall be made up of at least one member of the Board of Directors and any number of members who are not on the Board of Directors and that the Board of Directors believes would be helpful to the Board of Directors, all of whom shall serve at the pleasure of the Board of Directors. Each Advisory Committees shall provide advice and input to the Board of Directors regarding the subject matter of such Advisory Committee, but shall have no authority of the Board of Directors.

ARTICLE VIII – FUNDS, DEPOSITS AND CHECKS

Section 8.01. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Corporation.

Section 8.02. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.03. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the President or a Vice President of the Corporation.

ARTICLE IX – CORPORATE RECORDS

The Corporation shall keep the following as permanent records in written form or in another form capable of conversion into written form within a reasonable time:

- (a) a copy of its articles of incorporation and its bylaws and any amendments thereto currently in effect;
- (b) minutes of all meetings of the Board of Directors and a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors having any of the authority of the Board of Directors;
- (c) a list of the names and addresses of its current directors and officers;
- (d) the Corporation's most recent annual report; and
- (e) accurate accounting records.

ARTICLE X – INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Section 617.0831 and Section 617.083 of the Florida Statutes.

ARTICLE XI – MISCELLANEOUS

Section 11.01. Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so required shall be of such shape and have such words thereon as may be described by law or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

Section 11.02. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 11.03. Amendment of Bylaws. The Board of Directors may amend the Corporation's Articles of Incorporation or Bylaws by a vote of three-fourths of the full Board of Directors at any meeting of the Board of Directors, provided that written notice of such amendment must be provided to the directors at least ten (10) days prior to such meeting, and provided further that the original incorporators may not be amended.

Section 11.04. Relation to Articles of Incorporation. These Bylaws shall be subject to, and governed by, the Corporation's Articles of Incorporation.

The undersigned, being the duly elected and acting Secretary of the Corporation, hereby certifies that the foregoing constitute the validly adopted and true Bylaws of the Corporation as of the date set forth below.

Dated: April 12, 2023


Secretary