



# **Attachment F**

## **Articles of Incorporation**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 27, 2016

MARK RUSSELL  
YOUNG MEN'S CHRISTIAN ASSOCIATION OF SF  
900 SE 3RD AVE., SUITE 300  
FORT LAUDERDALE, FL 33316

Re: Document Number 706855

The Articles of Amendment to the Articles of Incorporation of YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH FLORIDA, INC., a Florida corporation, were filed on January 25, 2016.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Cheryl R McNair  
Regulatory Specialist II  
Division of Corporations

Letter Number: 816A00001774

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 27, 2015

KIM PULLEN  
CARLTON FIELDS JORDEN BURT

Re: Document Number 706855

The Amended and Restated Articles of Incorporation for THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC. which changed its name to YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH FLORIDA, INC., a Florida corporation, were filed on March 26, 2015 effective April 1, 2015.

The certification you requested is enclosed.

Should you have any questions concerning this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Carolyn Lewis  
Regulatory Specialist II  
Division of Corporations

Letter Number: 815A00006130

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Amended and Restated Articles of Incorporation, filed on March 26, 2015, effective April 1, 2015, for THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC. which changed its name to YOUNG MEN'S CHRISTIAN ASSOCIATION OF SOUTH FLORIDA, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 706855.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty-seventh day of March, 2015



CR2EO22 (1-11)

*Ken Detzner*

Ken Detzner  
Secretary of State

**CERTIFICATE RELATIVE TO AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF  
GREATER MIAMI, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned Florida not-for-profit corporation, files this Certificate and states as follows:

1. The Amended and Restated Articles of Incorporation of The Young Men's Christian Association of Greater Miami, Inc. (the "Corporation"), Charter No. 706855, appended hereto, contain amendments to Articles I, II, III, IV, V, VI, VII, VIII and X.
2. The Board of Directors approved the amendments to and the Amended and Restated Articles of Incorporation on March 25, 2015
3. There are no Members of the Corporation.
4. The name of the Corporation is The Young Men's Christian Association of Greater Miami, Inc.
5. Article I is amended to read as follows:

**ARTICLE I**

**Name**

*The name of the Corporation is the:*

*Young Men's Christian Association of South Florida, Inc.*

6. Article II is amended to read as follows:

**ARTICLE II**  
**Principal Office**

*The principal office and mailing address of the Corporation shall be located at 900 S.E. 3<sup>rd</sup> Avenue, Suite 300, Fort Lauderdale, Florida 33316. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Directors of the Corporation may authorize. The Board of Directors of the Corporation, or an officer of the Corporation acting at the direction of the Board of Directors may change the principal office of the Corporation from time-to-time without the necessity of amendment to these Articles of Incorporation*

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DIVISION OF CORPORATIONS  
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**EFFECTIVE DATE**  
**4-1-2015**

7. Article III is amended to read as follows:

**ARTICLE III**  
**Period of Existence**

*The Corporation shall have a perpetual existence.*

8. Article IV is amended to read as follows:

**ARTICLE IV**  
**Purposes**

*The Corporation is a voluntary association of individuals and organizations, the purposes of which are exclusively charitable and educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as same shall be amended from time-to-time (the "Code"). The Corporation was founded on Judeo-Christian principles and since its' founding has been enriched by multiple religious and cultural heritages.*

*The primary purpose of the Corporation is to strengthen the foundation of the community through three areas of focus: (i) Youth Development (nurturing the potential of every child and team); (ii) Healthy Living (improving the health and well-being of all ages); and (iii) Social Responsibility (giving others a chance to give back to their neighbors and community).*

*In furtherance of the foregoing, the Corporation shall have the full power and authority:*

- (a) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, or disburse the principal and income thereof solely for the charitable purposes hereof;*
- (b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in the Amended and Restated Articles of Incorporation and the Bylaws, or in accordance with determinations to be made by the Board of Directors pursuant to the Articles of Incorporation and the Bylaws of the Corporation; and*
- (c) To perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation or the Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act, within the limitations of the Code.*

9. Article V is amended to read as follows:

**ARTICLE V**  
**Membership**

*There shall be no members of the Corporation. Nothing in these Amended and Restated Articles of Incorporation shall be construed as limiting the power or right of the Corporation to refer to persons associated with the Corporation as "members", but no such reference shall make any person a "member" of the Corporation for any purpose of the Act or otherwise entitle any person to any membership rights or other rights as a "member" under or with respect to the Act.*

10. Article VI is amended to read as follows:

**ARTICLE VI**  
**Board of Directors**

*The authority for all affairs of the Corporation shall reside in the Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Amended and Restated Articles of Incorporation, and the Bylaws of the Corporation as from time-to-time are in effect. The Board of Directors shall consist of at least the minimum number of directors required by the Act, with the number of directors to be specified or established from time-to-time in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.*

11. Article VII is amended to read as follows:

**ARTICLE VII**  
**Dissolution**

*If the Corporation for any reason is to be dissolved or otherwise terminated, upon dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.*

12. Article VIII is amended to read as follows:

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**ARTICLE VIII**  
**Amendments**

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

13. Article X is amended to read as follows:

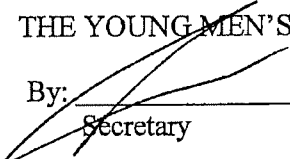
**ARTICLE X**  
**Registered Agent and Registered Office**

*The name of the registered agent is Sheryl Woods, and the registered office of the Corporation is:*

*900 S.E. 3<sup>rd</sup> Avenue  
Suite 300  
Fort Lauderdale, Florida 33316*

14. These Amended and Restated Articles of Incorporation of The Young Men's Christian Association of Greater Miami, Inc. were adopted by the Board of Directors on March 25, 2015 at a meeting at which a quorum was present, and the number of votes cast (unanimous) were sufficient for approval.

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC.

By:   
Secretary

Printed Name: Lawrence Urewich

Date: March 25, 2015



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

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**OF**

**THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER MIAMI, INC.**

Pursuant to Chapter 617, Florida Statutes, being the Florida Not-for-Profit Corporations Act (the "Act"), The Young Men's Christian Association of Greater Miami, Inc., a Florida not for profit corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation of the Corporation.

**ARTICLE I**

**Name**

The name of the Corporation is the:

Young Men's Christian Association of South Florida, Inc.

**ARTICLE II**

**Principal Office**

The principal office and mailing address of the Corporation shall be located at 900 S.E. 3<sup>rd</sup> Avenue, Suite 300, Fort Lauderdale, Florida 33316. The Corporation may also have offices at such other places within or outside the State of Florida as the business of the Corporation may require or the Board of Directors of the Corporation may authorize. The Board of Directors of the Corporation, or an officer of the Corporation acting at the direction of the Board of Directors may change the principal office of the Corporation from time-to-time without the necessity of amendment to these Articles of Incorporation.

**ARTICLE III**

**Period of Existence**

The Corporation shall have a perpetual existence.

**EFFECTIVE DATE**  
4-1-2015

**ARTICLE IV**

**Purposes**

The Corporation is a voluntary association of individuals and organizations, the purposes of which are exclusively charitable and educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as same shall be amended from time-to-time (the "Code"). The Corporation was founded on Judeo-Christian principles and since its' founding has been enriched by multiple religious and cultural heritages.

The primary purpose of the Corporation is to strengthen the foundation of the community through three areas of focus: (i) Youth Development (nurturing the potential of every child and team; (ii) Healthy Living (improving the health and well-being of all ages); and (iii) Social Responsibility (giving others a chance to give back to their neighbors and community).

In furtherance of the foregoing, the Corporation shall have the full power and authority:

- (a) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, or disburse the principal and income thereof solely for the charitable purposes hereof;
- (b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests or devises to the Corporation not inconsistent with its purposes, as set forth in the Amended and Restated Articles of Incorporation and the Bylaws, or in accordance with determinations to be made by the Board of Directors pursuant to the Articles of Incorporation and the Bylaws of the Corporation; and
- (c) To perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation or the Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Act, within the limitations of the Code.

**ARTICLE V**  
**Membership**

There shall be no members of the Corporation. Nothing in these Amended and Restated Articles of Incorporation shall be construed as limiting the power or right of the Corporation to refer to persons associated with the Corporation as “members”, but no such reference shall make any person a “member” of the Corporation for any purpose of the Act or otherwise entitle any person to any membership rights or other rights as a “member” under or with respect to the Act.

**ARTICLE VI**  
**Board of Directors**

The authority for all affairs of the Corporation shall reside in the Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Amended and Restated Articles of Incorporation, and the Bylaws of the Corporation as from time-to-time are in effect. The Board of Directors shall consist of at least the minimum number of directors required by the Act, with the number of directors to be specified or established from time-to-time in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.

**ARTICLE VII**  
**Dissolution**

If the Corporation for any reason is to be dissolved or otherwise terminated, upon dissolution, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

**ARTICLE VIII**  
**Amendments**

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

**ARTICLE IX**  
**Indemnification and Immunity From Liability**

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against damages, liabilities, costs, and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article IX. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. An officer or director of the Corporation shall not be personally liable for monetary 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, except as otherwise provided under Section 617.0834 of the Act or any amendment thereto or successor provision thereto.

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**ARTICLE X**  
**Registered Agent and Registered Office**

The name of the registered agent is Sheryl Woods, and the registered office of the Corporation is:

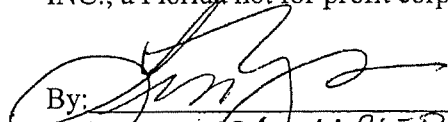
900 S.E. 3<sup>rd</sup> Avenue  
Suite 300  
Fort Lauderdale, Florida 33316

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on March 25, 2015, and the number of votes cast in favor of the amendment and restatement was sufficient for approval.

The Effective Date of these Amended and Restated Articles of Incorporation shall be April 1, 2015.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be duly executed this 25<sup>th</sup> day of March, 2015.

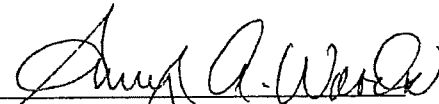
THE YOUNG MEN'S CHRISTIAN  
ASSOCIATION OF GREATER MIAMI,  
INC., a Florida not for profit corporation,

By:   
Name: LISA NAPIER  
Title: CHAIRMAN

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to act as registered agent for, and to accept service of process on behalf of Young Men's Christian Association of South Florida, Inc. (the "Corporation"), at the place designated in Article X of the Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of applicable statutes relative to the proper and complete discharge of his duties.

Dated this 25 day of March, 2015.

By:   
Sheryl Woods

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DIVISION OF CORPORATIONS  
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# Attachment G

## By-Laws

**BY-LAWS  
OF  
YOUNG MEN'S CHRISTIAN ASSOCIATION  
OF SOUTH FLORIDA, INC.**

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**ARTICLE I  
NAME AND MISSION**

The name of the Corporation shall be its name set forth in the Articles of Incorporation of the Corporation, as amended from time to time and filed with the Florida Department of State ("Articles"). The current name of the Corporation is "The Young Men's Christian Association of South Florida, Inc." The Corporation shall file and maintain such filings as are necessary to conduct its business under the name of "YMCA of South Florida".

**SECTION 1.** Mission Statement. The mission statement of the Young Men's Christian Association of South Florida, Inc. (the "Association") includes the following as a key principle of the Association:

"To put Judeo-Christian principles into practice through programs that build healthy spirit, mind and body for all."

The Corporation is organized and shall be controlled by, and operated exclusively for, the benefit of its membership. The Corporation's activities shall include all activities permissible for a tax-exempt, charitable, public benefit organization.

**SECTION 2.** Non-Discrimination Policy. It shall be the policy and practice of the Corporation, that eligibility for membership, for election and/or appointment to its Board of Directors, Board of Trustees, Honorary Board, Family Center Advisory Boards and Committees, and for participation in programs, shall be without discrimination on the basis of race, sex, color, religion, national origin, creed, age, disability, marital status, sexual preference or veterans' status.

**ARTICLE II  
PURPOSE AND PROGRAM**

**SECTION 1.** Nonprofit Status. The Corporation is a nonprofit corporation organized and operated exclusively for charitable and educational purposes. It shall be organized and operated under the provisions of the Florida Not For Profit Corporations Act, Chapter 617 of the Florida Statutes.

**SECTION 2.** Primary Purpose. Power and Authority. The Corporation is a voluntary association of individuals and organizations, the purposes of which are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation was founded on Judeo-Christian principles and since its' founding has been enriched by multiple religious and cultural heritages. The primary purpose of the Corporation today is to Strengthen the Foundation of Community through three areas of focus: Youth Development (nurturing the potential of every child and team); Healthy Living (improving the health and well-being of all ages); and Social Responsibility (giving others a chance to give back to their neighbors and community). In furtherance of such purposes, the corporation shall have full power and authority:

- (a) To acquire or receive from any person or organization, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, or disburse the principal and income thereof solely for the charitable purposes hereof;
- (b) To distribute property for such charitable purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in the Articles of Incorporation and in these By-Laws, or in accordance with determinations made by the Board of Directors pursuant to the Articles of Incorporation and these By-Laws; and
- (c) To perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these By-Laws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

**SECTION 3.** Activities. In furtherance of its purposes, the Corporation engages in programs that facilitate physical, mental, and spiritual growth; encourage social development; promote international awareness and foster a sense of community; enrich family life, develop leadership qualities; promote racial understanding; provide assistance to those in financial need; and preserve and elevate standards of moral behavior based upon those principles that reflect the heritage, tradition and values of the Corporation.

**SECTION 4.** Operations. In the accomplishment of its purposes and in conducting its programs, the Corporation provides for the work of the Corporation being carried out through the Family Centers and/or Operating Units organized and commissioned by the Board of Directors from time to time, and operated on a daily basis by the staff employed by the Corporation.

**SECTION 5.** Affiliation. In the promotion of its purposes, the Corporation shall be affiliated with other like associations through membership in the National Council of the Young Men's Christian Associations of the United States of America.



**ARTICLE III**  
**MEMBERSHIP**

**SECTION 1.** General. The membership of the Corporation shall consist of those persons who signify that they are in sympathy with the purposes of the Corporation, indicate their willingness to cooperate actively in achieving those purposes, share financially each year in forwarding the work of the Corporation and otherwise qualify as a member of the Corporation or a Family Center and/or Operating Unit of the Corporation under the membership policy of an Family Center and/or Operating Unit of the Corporation in effect from time to time and approved by the Board of Directors.

**SECTION 2.** Voting Rights. Members of the Corporation consist of voting members and non-voting members. The only voting members of the Corporation shall be those individuals who are members of the Board of Directors. Other members, including members of the Family Centers and/or Operating Units, Trustee Board, and/or Honorary Board are non-voting members of the Corporation, except as otherwise provided for herein.

**SECTION 3.** Election of Board Members. The Board of Directors shall elect members to the Board at any regularly scheduled meeting.

**ARTICLE IV**  
**DIRECTORS OF THE CORPORATION**

**SECTION 1.** Powers and Responsibilities. The property, affairs, and business of the Corporation shall be directed by a Board of Directors, which may exercise all powers of the Corporation and do all things and acts not prohibited by law, the Articles of Incorporation, or these By-Laws. In addition to, and not in limitation of, the responsibilities and duties which may be inherent in or implied from the nature of the function of the Board of Directors, the Board of Directors shall have the following rights, powers, and obligations:

- (a) Formulate the strategic plan, goals and objectives of the Corporation and adopt policies for the control of the affairs of the Corporation;
- (b) Formulate, implement, and supervise the operation of all programs of the Corporation;
- (c) Procure, protect, maintain, and manage the property and equipment of the Corporation;
- (d) Prepare and adopt an annual operating budget and manage and supervise the financial operation of the Corporation;
- (e) Plan and carry out as is necessary or desirable, fundraising activities for the Corporation;

- (f) Determine the membership policy of the Corporations and procedures for admissions of members, and establish fees, charges, terms, and conditions of membership;
- (g) Select, employ, define the duties of, appraise, supervise, encourage and support the President and Chief Executive Officer of the Corporation; and
- (h) Seek to obtain public understanding, acceptance and esteem for the Corporation, its purposes, programs, and services.

**SECTION 2.** Number and Term. The Board of Directors shall be composed of not less than 24 nor more than 42 members elected by the Board of Directors. Members of the Board of Directors of the Corporation will include all of the Officers of the Corporation and from four (4) to six (6) members from the Association Council (representative of the overall Corporation Family Centers), to serve as voting members on the Board of Directors. All Family Center Chairs and Chair-Elects are encouraged to attend the Board of Directors meetings as non-voting members.

Members of the Board of Directors other than the Chairpersons of each Family Center Advisory Board shall be elected for three (3) year terms in accordance with the procedure hereinafter prescribed and shall take office at any regular or special meeting of the Board of Directors. Any Board Members may be elected to serve for additional terms at the vote of the Board of Directors (no term limits). Each Board Member elected in accordance with these By-Laws shall continue in office until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

The Board Members shall be divided into three (3) classes so that the three (3) year terms of the Board Members are staggered. The Board Development and Governance Committee shall review the performance of each Board Member, at least annually, based on the written criteria distributed to each Board Member upon election and which may be amended by the Board of Directors from time to time. Such annual evaluations shall be considered by the Board of Directors in their determination of the continuing eligibility of each Board Member's service.

Board Members may request a leave of absence for relief from the performance of Board Member responsibilities for a period of time not to exceed 6 months. Such requests shall be reviewed and approved or denied by the Board Development Committee. Each review shall consider the grounds stated in the request and determine if the reason for the request is meritorious. If a leave of absence is granted, it shall not extend the term of the Board member beyond the original term limit of such a Board Member.

**SECTION 3.** Election of Board Members. The annual election of Board Members and Board Officers shall be held at the Annual Meeting of the Board of Directors. At such Annual Meeting and prior to such vote, a list of one or more nominees for election to the Board of Directors and as Board Officers shall be presented by the Board Development Committee.

Election of the Board of Directors and Board Officers shall require a majority vote of all Board Members.

Each year, the Board of Directors shall appoint a Board Development Committee. The Chairperson shall serve as a voting member of the Board Development Committee, and the President of the Association shall serve as a non-voting member of the Board Development Committee. From time to time, the Board Development Committee will advise the Board or Directors of its nominations of candidates to serve on the Board of Directors. Candidates nominated by the Board Development Committee may be elected to serve on the Board of Directors by a majority vote at any regular or special meeting of the Board of Directors. By a majority vote, the Board of Directors may designate former Board Members to serve on the Family Center Advisory Board or Honorary Board.

**SECTION 4.** Removal. Any Board Member may be removed from the Board of Directors, and any Board Officer may be removed from such position, with or without cause, at any meeting of the Board of Directors for which notice of such proposed removal was given at least two (2) business days prior to such meeting. The removal of a Board Member shall be by a majority vote of all the Board Members. If more than one Board Member or more than one Board Officer is proposed to be removed at a meeting, a separate vote shall be taken on the removal of each such Board Member and each such Board Officer. Any Board Member removed from office shall turn over to the Board of Directors within 72 hours of such removal any and all records of the Corporation in his or her possession. Such records shall be delivered to the President of the Corporation. If the Board Member who is removed shall not relinquish his or her office or turn over records as required under this Section, the circuit court in the county in where the Corporation's principal office is located may summarily order the Board Member to relinquish his or her office or turn over corporate records as required under this Section upon application of any other Board Member. A removed Board Member's successor may be elected at the same meeting to serve the unexpired term of any Board Member so removed.

**SECTION 5.** Resignation. A Board Member may resign at any time by delivering written notice as specified below. Except as provided in the immediately following sentence, a Board Officer that is also a Board Member may resign as Board Officer with or without also resigning as a Board Member, by delivering written notice as specified below. If the Chair resigns as a Board Member, such resignation shall also automatically constitute a resignation as Chair. All resignation notices shall be delivered to the Chair or if the resignation is of the Chair, it shall be delivered to the President, who shall immediately advise the Board of Directors of such resignation. A resignation is effective when the notice of resignation 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.

**SECTION 6.** Vacancies. Upon the occurrence of any vacancy on the Board of Directors, whether caused by death, incapacity, or removal from office of any other Board Member or otherwise, such vacancy shall, upon nomination by the Board Development Committee, be filled by a majority vote of the members of the Board of Directors then in office, though less than a quorum, or by sole remaining Board Member, and a Board Member so chosen shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified, or until his earlier resignation or death.

**SECTION 7.** No Compensation. No Board Member, including any Past-Chair, or any Board Officer shall receive any compensation for his or her services as a Board Member or Board Officer, although the extraordinary expenses of Board of Directors, Board Officers and Past-Chairs for expenditures incurred on behalf of the Corporation may be reimbursed.

**SECTION 8.** Meetings. Notice and Waiver. The Board of Directors may hold meetings, both regular and special, either within or without the State of Florida. Regular meetings of the Board of Directors shall be held at least quarterly each year; the time and place of such meeting to be determined by the Executive Committee of the Board of Directors.

Special Meetings. Special Meetings may be called by the Chair of the Board of Directors, by notice giving time, place and purpose of the meeting. Special meetings also may be called by a majority of the Board of Directors. In order for a majority of the Board of Directors to request a special meeting, a majority of the Board of Directors must request a special meeting in writing directed to the Secretary. Notwithstanding any provision in these By-Laws to the contrary, upon the Secretary's receipt of a request for a special meeting of the Board of Directors by a majority of the Board of Directors, a special meeting of the Board of Directors shall be called within five (5) business days with not less than twenty-four (24) hours' notice. Notice of the time and place of both regular and special meetings may be communicated in person, by telephone, teletype, e-mail, or other form of wire or wireless or electronic communication, or by mail or private carrier.

If these forms of personal notice are impracticable, notice may be communicated by a newspaper or general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Such notice shall state a reasonable time, date, and place of meeting, but the purpose need not be stated therein unless otherwise prescribed by these By-Laws. Notice need not be given to any Board Member who signs a waiver of notice either before or after the meeting. Attendance of a Board Member of a meeting shall constitute a waiver of all objections to the place and time of the meeting, or the manner in which it has been called or convened, except when the Board Member states at the beginning of the meeting, any such objection or objections to the transaction of business.

**SECTION 9.** Meetings By Electronic Communication. Any one or more Board Members(s) may participate in a meeting of the Board of Directors by means of a conference telephone/video or other means of communication by which all Board Members participating may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

**SECTION 10.** Annual Meeting. The Annual Meeting of the Corporation shall be held at such time and place as determined by the Board of Directors. The annual election of the open Board of Director positions shall be conducted at such Annual Meeting. At the Annual Meeting, reports covering the finances and activities of the preceding year shall be presented and such other business shall be translated.

**SECTION 11.** Quorum. At all meetings of the Board of Directors, a majority of the Board Members shall constitute a quorum for the transaction of business, and the act of a majority of the Board Members present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Board Members present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present. If the minutes of the non-quorum meeting are approved at a meeting following a non-quorum meeting where the quorum requirements are satisfied, then the quorum requirement will be waived.

**SECTION 12.** Minutes. A written record of attendance and business transacted at all regular and special meetings of the Board of Directors shall be maintained in the form of minutes.

**SECTION 13.** Consent of Board Members. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or such committee. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors or such committee.

**SECTION 14.** Action without a Meeting. Notwithstanding any other provision of these By-Laws, any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if the action is taken by all members of the Board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each Board Member or committee member, as the case may be. Action taken under this Section is effective when the last Board Member or committee member, as the case may be, signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

**SECTION 15.** Voting. At all meetings of the Board Members, each Board Member shall be entitled to one vote on each proposal presented at the meeting. Voting by proxy shall not be permitted. The affirmative vote of a majority of the Board Members present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the affirmative vote of a greater number is required by these By-Laws, the Articles, or applicable law. A Board Member who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) the Board Member objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or (b) the Board Member votes against or abstains from the action taken.

## **ARTICLE V** **DUTIES OF BOARD OFFICERS**

**SECTION 1.** General. The Elective Officers of the Corporation shall be elected by the Board of Directors and shall be a Chairperson, a First Vice-Chairperson (who shall be the Chairperson-elect), Second Vice Chairperson, a Secretary and a Treasurer, all of whom shall be elected from members of the Board of Directors. The Board of Directors may also elect any number of other subordinate officers as it shall deem necessary or desirable who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

**SECTION 2.** General Duties. The Board Officers shall have such duties as may be designated from time to time by the Board of Directors. Absent any contrary designation, Board Officers shall have the duties set forth in this Article.

**SECTION 3.** Executive Committee. The Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary, Treasurer, immediate past Chairperson, and from three to six (3-6) other Board Members from the Board of Directors, may be appointed by the Board of Directors and shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall act for the Board of Directors between meetings of the Board of Directors, and when urgent matters arise, may exercise all of the power and authority of the Board of Directors in the management of the

business affairs of the Corporation, subject to the limitations in these By-Laws.

**SECTION 4.** Duties of Chair. The Chair shall preside at all duly called meetings of the Board of Directors. In addition, the Chair shall perform all duties incident to the office of Chair of the Board of Directors and such other duties as from time to time may be assigned to the Chair by the Board of Directors, unless such duty is specifically assigned to another Board Member or officer in these By-Laws. The Chair may also be referred to as Chairman or Chairwoman, as appropriate, in any and all corporate minutes, records, press releases and other documents and announcements made by or on behalf of the Corporation.

**SECTION 5.** Absence or Inability to Act. The First Vice-Chair shall serve as the Chair in the absence or inability of the Chair to act, and in the absence or inability of the Chair to act shall have the power to perform all the duties of the Chair. The Second Vice-Chair shall serve as the Chair in the absence or inability of the Chair and First Vice-Chair to act, and in the absence or inability of the Chair and First Vice-Chair to act shall have the power to perform all the duties of the Chair. The Secretary shall serve as the Chair in the absence or inability of the Chair, First Vice-Chair, and Second Vice-Chair to act, and in the absence or inability of the Chair, First Vice-Chair, and Second Vice-Chair to act shall have the power to perform all the duties of the Chair.

**SECTION 6.** Duties of Treasurer. The Treasurer, along with the Chief Financial Officer of the Corporation, shall cause a financial report to be submitted at each regularly scheduled Board of Directors meeting and shall make presentations of financial reports to the Board of Directors as and when required by the Board of Directors. The Treasurer shall serve as the chair of the Finance Committee. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors, unless such duty is specifically assigned to another Board Member or officer in these By-Laws.

**SECTION 7.** Duties of Secretary. The Secretary shall cause a record of the minutes of all meetings of the Board of Directors to be prepared, presented, and preserved, which records shall be kept in the Corporation's principal office. In addition, the Secretary shall: (a) authenticate and/or certify resolutions of the Board of Directors and other corporate records of the Corporation; (b) affix the corporate seal of the Corporation to such documents as are required or appropriate; and (c) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors, unless such duty is specifically assigned to another Director or officer in these By-laws.

**SECTION 8.** Signing Documents. The Secretary, Treasurer and Chair shall have the authority to sign legal papers and other documents on behalf of the Corporation as and to the extent authorized by the Board of Directors.

**SECTION 9.** State of the Corporation Report. The Chair shall make or cause to be made a "State of the YMCA" report to be presented to the Board of Directors at the Annual Meeting of the Board of Directors.

**SECTION 10.** Corporate Seal. The Secretary, together with President and Chair, shall be the custodians of the seal of the Corporation and cause such corporate seal to be maintained and kept at the principal office of the Corporation.

**SECTION 11.** Past-Chair. The immediate Past-Chair shall be a voting member of the Board of Directors.

**SECTION 12.** Term of Office. Unless otherwise provided by resolution by the Board of Directors, the Elective Officers of the Corporation shall be elected by the Board at its Annual Meeting for a one-year term, or as soon thereafter as is conveniently possible. Other subordinate officers may be elected from time to time. Each officer shall serve until his successor shall have been chosen and qualified, or until his death, resignation, or removal.

**SECTION 13.** Removal. Any officer may be removed from office at any time without cause, at any regular or special meeting of the Board of Directors, by the affirmative vote of a majority of all Board Members then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed officer's successor may be selected at the same meeting.

**SECTION 14.** Vacancies. Any vacancy in any office resulting from any cause may be filled by the Board of Directors.

## **ARTICLE VI**

### **APPOINTED PRESIDENT / CEO**

**SECTION 1.** General. The Appointed Officers of the Corporation shall consist of a President, a Vice President, or as many Vice Presidents as the President shall determine to be appointed, and such other officers as the President shall determine to appoint. All such Appointed Officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors, in the case of the President, and the Vice President, in the case of any other Appointed Officers. Any Appointed Officer may be removed without cause, at any time by the Board of Directors or the President.

**SECTION 2.** Compensation. The Executive Committee of the Board of Directors shall set the compensation of the President of the Association and shall also approve a salary compensation plan for the remaining staff of the Corporation to be implemented by the President with approval by the Board of Directors.

**SECTION 3.** President. The President shall be a full-time employee of the Corporation, and shall be its Chief Executive Officer, an ex-officio member of the Board of Directors, all of its committees and each of the Family Center Advisory Board without vote, and shall have general and active management of the affairs of the Corporation, and see that all orders and resolutions of the Board of Directors are carried into effect.



**SECTION 4.** Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President (or the most senior Vice President, in the order of appointment) shall perform the duties of the President, and when so acting, shall have all the powers and authority of and be subject to all the resolutions on the President.

**SECTION 5.** Duties of Appointed Officers. The Appointed Officers shall perform all duties customarily pertaining to their respective offices and such other duties that may be delegated to them by the President.

**ARTICLE VII**  
**FAMILY CENTER ADVISORY BOARDS**  
**AND ASSOCIATION COUNCIL**

**SECTION 1.** General. The Board of Directors may establish, name and maintain Family Center Advisory Boards and may reorganize or discontinue same at any time and shall define the scope of their activities.

**SECTION 2.** Control of Family Centers. The Family Center Advisory Boards shall be under the control of the Board of Directors in harmony with these By-Laws and any policies established by the Board of Directors.

**SECTION 3.** Family Center. The oversight of Family Centers shall be vested in the Family Center Advisory Board composed of not less than nine (9) and not more than thirty (30) members of each Family Center. The members of the Family Center Advisory Board for each Center will be voting members of the Family Center Advisory Board on issues that pertain to the operation of the Family Center of which they are a member. Members of the various Family Center Advisory Boards will not be deemed voting members of the Association by virtue of the fact that they are on the Family Center Advisory Board. Each Family Center Advisory Board shall be charged with full responsibility to the Board of Directors for the conduct of the work of the Family Center.

**SECTION 4.** Term of Office. Each member of the Family Center Advisory Board shall serve a three year term. Members of any Family Center Advisory Board may propose and nominate candidates to serve on a given Family Center Advisory Board at any time. Candidates for Family Center Advisory Board membership nominated by the members of the Family Center Advisory Board may be elected to serve on a Family Center Advisory Board at any regular or special meeting of the Family Center Advisory Board. Each member of a Family Center Advisory Board elected in accordance with these By-Laws shall continue in office until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal. Any member of a Family Center Advisory Board may be removed, with or without cause, at any meeting of the Family Center Advisory Board, by the affirmative vote of all members then in office, if notice of intention to

act upon such matter shall have been given in the notice calling the meeting. The Board of Directors of the Corporation may also remove any member of any Family Center Advisory Board at any time, with or without cause.

**SECTION 5.** Family Center Advisory Board Volunteer Leadership. Each Family Center Advisory Board shall elect from among its own members, its own Chairperson and Chair Elect as deemed necessary by such Advisory Board. The Chair and Chair Elect shall be elected for terms of one year at the annual meeting of the Family Center Advisory Board and shall take office at the conclusion of the meeting and serve until their successor is elected. When vacancies occur they shall be filled in like manner for the balance of the term. No person shall serve as Chairperson for more than three (3) successive terms.

**SECTION 6.** Meetings. Family Center Advisory Board shall meet at such time and place as they shall determine, and all such regular or special meetings of each Family Center Advisory Board shall be open to any member of the Board of Directors. Each Chair, Chair Elect shall perform all duties customarily appertaining to their respective roles and such other duties as may from time to time be delegated to them by the Family Center Advisory Board.

**SECTION 7.** Association Council. The Association Council will be comprised of all the Chair and Chair Elects from each of the Family Center Advisory Boards along with the Executive Director/Family Center Director from each of the Family Centers. Each year, Members of the Council will elect a Chair and Chair Elect from the Council and two to four (2-4) other members of the Association Council to serve as voting members on the Association Board of Directors. The Council will meet a minimum of four (4) times per year and will provide input, feedback, guidance, strategic planning, and support to the Board of Directors. Three (3) members from the Board of Directors will also serve on the Association Council to provide leadership, communication, and continuity between the Association and the Family Centers.

## **ARTICLE VIII**

### **HONORARY AND TRUSTEE MEMBERS OF BOARD**

**SECTION 1.** General. The Board of Directors may, at its discretion and by a majority of the votes cast at a duly held meeting at which a quorum is present, designate any person or entity to serve (a) as an Honorary Member of the Board of Directors, and/or (b) as a Trustee Member of the Board of Directors. The designee shall serve for a term of one year or such other term as the Board of Directors may specify in its designation.

If an entity is so designated, the entity shall appoint one individual to serve as the sole representative of the entity at all meetings of the Board of Directors.

**SECTION 2.** Honorary Members. Honorary Members of the Board of Directors are to be so designated in recognition of their past long and distinguished service to the Corporation and its community.

**SECTION 3.** Trustee Members. Trustee Members of the Board of Directors are to be so designated in recognition of their ability to support and/or advise the Corporation or the Board of Directors with respect to matters concerning the Corporation.

**SECTION 4.** Rights and Obligations. Honorary Members and Trustee Members of the Board of Directors shall have no voting rights; they shall have no power or authority whatsoever in relation to the Corporation; they shall have no duties or obligations whatsoever in relation to the Corporation; they shall not receive compensation for their services (although they may be reimbursed for any extraordinary expenses incurred on behalf of the Corporation); and they shall not be Board Officers, Officers of the Corporation, or employees of the Corporation. Without limiting the general nature of the preceding, Honorary Members and Trustee Members of the Board shall not have any power or authority to direct the policy or management of the Corporation or to otherwise bind the Corporation. The Board of Directors may, at its discretion and by a majority of the votes cast at a duly held meeting at which a quorum is present, remove any Honorary Member or any Trustee Member of the Board of Directors at any time, with or without cause, for any reason or no reason at all.

## **ARTICLE IX** **ANNUAL MEETING**

Annual Meeting. There shall be an Annual Meeting of the Board of Directors during the fiscal year at such date, time and place as shall be determined by the Board of Directors. The purposes of this meeting shall be to:

- a) Review the work of the Corporation;
- b) Hold elections for Board Members and Board Officers;
- c) Present the "State of the YMCA report; and
- d) Transact such other business as may properly become before the Annual Meeting.

## **ARTICLE X** **MANAGEMENT**

**SECTION 1.** General Authority. The authority for all affairs of the Corporation shall reside in the Board of Directors, who shall have, and may exercise and authorize the exercise of, all the powers of the Corporation as permitted by federal law, state law, the Articles, and these By-Laws as from time to time are in effect.

**SECTION 2.** Contracts.

The Board must approve binding contracts, debts or other obligations in cases where:

- a. Contracts exceed \$500,000 in value over the term of the contact;
- b. Contracts exceed \$250,000 on annual basis;
- c. Contracts in which there is a conflict of interest;
- d. Contracts for a new YMCA location and a capital investment;
- e. Contracts when required by funder;
- f. Donor agreements for naming rights of Family Centers.

Contracts meeting these criteria will first be reviewed and approved by the Finance Committee and other Board Committees if appropriate. Otherwise, binding contracts may be approved by the CEO and/or other executive staff designated by the CEO.

Request for Proposals (Bids) require Board approval when:

- a. Contracts exceed a total value of \$250,000, and
- b. Contracts have not been bid out for a minimum of three years, or
- c. Construction contracts are in an amount in excess of \$50,000.

**SECTION 3.** Family Centers. The Board of Directors shall have the power to establish or disband departments, operations, Family Centers, and/or Operating Units of the Corporation and establish policies for their governance.

**SECTION 4.** Cooperative Relationships. The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when in the judgment of the Board of Directors such a relationship is desirable toward achieving the Corporations objectives in the area concerned, in which case the Board of Directors shall have power to authorize the execution on behalf of the Corporation of agreements setting forth the rules of the governance of the cooperative relationship, which agreements shall contain provisions for severing the relationship when in the judgment of the Board of Directors it is in the best interest of the Corporation to do so.

**SECTION 5.** Property. The Corporation, acting under the authority of its Board of Directors, may hold or dispose of such property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping and may purchase, acquire and dispose of such property as the Board of Directors may determine to be necessary or advisable.

**SECTION 6.** Indebtedness and Liens. The Corporation, acting under the authority of its Board of Directors, shall have the power and authority to borrow money and encumber real and personal property as the Board of Directors may determine to be necessary or advisable.

**SECTION 7.** 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 elect.

**SECTION 8.** Budget. An annual budget shall be prepared at the direction of the President for approval by the Board of Directors at the Board's discretion.

**SECTION 9.** Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors. The Board of Directors shall have the power to change the fiscal year of the Corporation, from time to time, which shall become the taxable year of the Corporation upon the approval of the Internal Revenue Service.

**ARTICLE XI**  
**COMMITTEE ORGANIZATION**

**SECTION 1.** Appointment and Dates. The Board of Directors may appoint such committees and define the duties of such committees as the Board of Directors may from time to time deem necessary of advisable; provided that no committee may be given or delegated any power or authority to take any action prohibited by Section 11 of this Article.

**SECTION 2.** Standing Committees. There shall be a minimum of three standing committees of the Board of Directors: Audit, Board Development/Governance, and Finance.

**SECTION 3.** Committee Membership. The Chair of all Standing Committees shall be a member of the Board of Directors, and except as specifically provided otherwise in these By-Laws, shall be appointed by the Chair subject to ratification by a majority of Board Members present at a duly held meeting of the Board of Directors at which a quorum is present. Each committee shall consist of at least three (3) members, which may include non-Board Members, except as may be otherwise prohibited or restricted in these By-laws.

**SECTION 4.** Quorum. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting of such committee. When no quorum is present at a meeting, no business may be transacted. No committee member may act by proxy at any meeting of such committee and no such proxy shall be counted in determining a quorum.

**SECTION 5.** Meetings and Actions of Committees. All meetings and actions of all committees shall be governed by, and held and taken in accordance with these By-Laws. The time for regular meetings of a committee may be determined either by such committee or by the Board of Directors and special meetings of a committee may also be called either by such committee or by the Board of Directors. The Board of Directors may adopt rules not inconsistent with the provisions of these By-Laws for the government of any committee.

**SECTION 6.** Audit Committee. Members of the Audit Committee may not be executives or employees of the Corporation.

At least one member of the Audit Committee shall be an expert in financial accounting and/or shall be a Certified Public Accountant.

The Audit Committee shall be responsible for overseeing the Corporation's internal controls over financial reporting.

The Audit Committee is authorized to and responsible for the recommendation to the Board for approval for the hiring of the independent auditor.

The Audit Committee shall be responsible for overseeing the integrity of the Corporation's financial statements and the Corporation's accounting and financial reporting processes and financial statement audits, which audits shall be conducted at least annually.

The Audit Committee shall meet at least two (2) times per year.

**SECTION 7.** Board Development /Governance Committee. The Board Development / Governance Committee shall nominate individuals for election to the Board of Directors and/or replace vacancies on the Board of Directors.

The Board Development / Governance Committee shall monitor the terms in office for each Board Member and shall, on at least an annual basis, conduct and evaluation of each Board Member's performance. In performing such evaluations, the Board Development /Governance Committee shall utilize the criteria set forth in the Board Member Roles, Responsibilities, and Expectations, in the Board of Directors' Manual and such other written criteria as the Board of Directors may from time to time approve and publish. Based on these annual performance evaluations, the Board Development /Governance Committee shall determine whether to recommend to the Board of Directors that a particular Board Member should be re-elected for an additional term or removed due to deficient performance in the interim.

The Board Development /Governance Committee shall meet at least once every three (3) years to review the By-Laws to ensure that they are in accordance with appropriate corporate governance standards, and shall recommend any necessary or advisable changes to the Board of Directors.

A subcommittee will be formed each year to review, update, and make a motion to the Board to accept and/or approve revisions to the By Laws.

The Board Development /Governance Committee shall meet at least annually to review the conflict of interest policies of the Corporation and recommend any necessary or advisable changes to the Board of Directors. The Board Development /Governance Committee shall assist the Board of Directors in administering such conflict of interest policies, as may be more specifically provided for therein.

The Board Development /Governance Committee shall review and recommend Board Committee structures necessary for the achievement of the Board of Directors' strategic goals and objectives. Any such structural changes must be approved by the majority of all of the Board Members.

**SECTION 8.** Finance Committee. The Treasurer shall be the chair of the Finance Committee.

Members of the Finance Committee may not be executives or employees of the Corporation.

The Finance Committee will assist the Board of Directors in its oversight responsibilities relating to fiscal management. In furtherance thereof, the Finance Committee will:

- (a) Review and recommend approval of an annual operating budget;
- (b) Regularly review financial results;
- (c) Ensure the maintenance of an appropriate capital structure;
- (d) Oversee the management of the Corporation's assets, including appropriate management of donor restricted gifts; and
- (e) In order to assist the Corporation in the proper and prudent management of its financial resources, ensure that the management employs personnel and systems capable of providing timely and accurate financial information to key decision-makers.

The Finance Committee shall meet at least four (4) times per year.

**SECTION 9.** Statement of Responsibilities. A written statement outlining the responsibilities of each committee shall be prepared by each committee, subject to ratification by a majority of Board Members present at a duly held meeting of the Board of Directors at which a quorum is present. Each committee shall reassess the adequacy of such statement annually and recommend any proposed changes to the Board of Directors.

**SECTION 10.** Meeting Minutes. Each committee shall keep minutes of its meetings and promptly file the same in the Corporation's principal office. All such minutes shall be distributed to the Board Members at a reasonable time before the next Board of Directors meeting.

**SECTION 11.** Prohibited Committee Actions. Notwithstanding anything to the contrary, no committee may:

- (a) Amend, alter or reverse any action of policy approved, adopted or otherwise taken by the Board of Directors;
- (b) Fill vacancies on, or otherwise elect or remove any members of, the Board of Directors;
- (c) Hire, fire, discipline or determine the terms of employment of the President;
- (d) Amend or repeal the Articles of these By-Laws or adopt new By-Laws;
- (e) Adopt a plan of merger or consolidation with another corporation or entity;
- (f) Dispose of any property of the Corporation, real or personal;
- (g) Borrow money or encumber any property, real or personal;
- (h) Authorize the voluntary dissolution, bankruptcy or reorganization of the Corporation or alter or reverse proceedings therefor authorized by the Board of Directors
- (i) Adopt a plan for the distribution of the assets of the Corporation;
- (j) Approve any budget of the Corporation;
- (k) Spend or commit to spend funds of the Corporation, except to the extent provided for in the current approved annual budget of the Corporation and to the extent that the expenditure of such funds is specifically delegated to such committee by resolution duly adopted by the Board of Directors; or

(l) Take any other action that it is not permitted to take under the Articles, these By-Laws or applicable law.

**SECTION 12.** Terms of Committee Members. The term of each committee member shall be one (1) year or until such committee member's earlier resignation, removal or death, provided that the term of the Chair of the Finance Committee shall be co-terminus with such person's position as Treasurer of the Corporation.

**SECTION 13.** Resignation. A committee member may resign at any time by delivering written notice to the chair of such committee or if the person resigning is the chair of such committee, to the Chair of the Board of Directors, provided that the Chair of the Finance Committee may not resign without also resigning his or her position as Treasurer of the Corporation. A resignation is effective when the notice of resignation is delivered unless the notice specifies a later effective date.

**SECTION 14.** Removal. A chair of a committee may be removed as chair of such committee, with or without cause, by a vote of a majority of Board Members present at a meeting of the Board of Directors at which a quorum is present and for which notice of such proposed removal was given at least two (2) business days prior to such meeting. Any other committee member may be removed from such committee, with or without cause, by a majority vote of the members of such committee who are also members of the Board of Directors at any meeting of such committee for which notice of such proposed removal was given at least two (2) business days prior to such meeting. If more than one committee member is proposed to be removed at a meeting, a separate vote shall be taken on the removal of each such committee member. Notwithstanding anything to the contrary, the chair of the Finance Committee may not be removed from such position unless he or she is also removed in accordance with these By-Laws from his or her position as Treasurer of the Corporation.

**SECTION 15.** Vacancies. Any vacancy occurring on any committee, whether through death, resignation, removal or other cause, may be filled by appointment by the chair of such committee or if the vacancy is that of the chair of such committee, by appointment by the Chair of the Board of Directors, subject to ratification by a majority of Board Members present at a duly held meeting of the Board of Directors at which a quorum is present, provided that a vacancy in the position of Chair of the Finance Committee may only be filled by the successor to the position of Treasurer of the Corporation. A committee member appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

**SECTION 16.** No Compensation. Committee members shall not receive compensation for their services as such, although the extraordinary expenses of committee members for expenditures on behalf of such committee may be reimbursed.

**ARTICLE XII**  
**CONFLICTS OF INTEREST**



The Board of Directors shall establish, maintain and administer one or more conflict of interest policies applicable to the Board Members, officers, board committee members, Family Center Advisory Board members, employees and such other persons as may be required by law or determined to be appropriate from time to time by the Board of Directors. Board Members and all other persons covered by such conflict of interest policies shall not knowingly engage in any activity or transaction that is prohibited by such applicable conflict of interest policy. A copy of the applicable conflict of interest policy and a related disclosure statement shall be distributed annually to the Board of Directors and to each other person covered by such conflict of interest policy and each Board Member and such other person shall be required to sign and return to the Corporation such disclosure statement.

## **ARTICLE XIII**

### **INDEMNIFICATION AND INSURANCE**

**SECTION 1.** Indemnification. The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board Member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Board Member, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against damages, liabilities, costs and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may pay expenses (including attorneys' fees) incurred by an officer or Board Member of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or Board Member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

**SECTION 2.** Immunity from Liability. An officer or Board Member of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or Board Member, except as otherwise provided under Section 617.0834 of the Florida Statutes or any amendment thereto or successor provision thereto.

**SECTION 3.** Successors. The rights provided to person under this Article shall inure to the benefit of the heirs, executors and administrators of such persons.

**SECTION 4.** Non-Exclusivity. The indemnifications and advancement of expenses

provided by this Article shall be in addition to the rights to indemnification and advancement of expenses provided pursuant to Chapter 607 of the Florida Statutes, as made applicable by Chapter 617 of the Florida Statutes, as amended, and shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Board Members or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Except to the extent prohibited by applicable law, the Corporation shall have the power to make any other or further indemnification on behalf of any person who is or was a Board Member, trustee, officer or employee of the Corporation or is or was serving at the request of the Corporation as a Board Member, trustee, officer, manager or employee of another corporation, partnership, joint venture, trust or other enterprise, by majority vote of disinterested Board Members present at a duly held meeting of the Board of Directors at which a quorum is present.

**SECTION 5.** Reliance. Each person who acts as a Board Members or officer of the Corporation or in any other capacity as to which rights are provided under this Article shall be deemed to be doing so in reliance upon such rights as are provided in this Article. This Article constitutes a contract between the Corporation and each such person. No amendment or repeal of the provisions of this Article which adversely affects any right of any such person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, except if and to the extent that such person consents in writing to such application.

**SECTION 6.** Insurance. The Corporation shall purchase, maintain and provide each Board Member and officer of the Corporation with directors' and officers' liability insurance coverage on an occurrence basis in the amount of at least five million dollars (\$5,000,000) and on such other terms as the Board of Directors determines to be appropriate from time to time.

**SECTION 7.** Occurrence Basis. The rights of indemnification and insurance provided for in this Article shall all be on an occurrence basis, such that they shall continue as to a person who has ceased to be a Board Member or officer of the Corporation or to serve in any other position as to which rights are provided under this Article as to all actions (and omissions to act) taken (or failed to be taken) by such person in while holding such position.

**SECTION 8.** Limitations. Notwithstanding anything herein to the contrary, the obligations of the Corporation under this Article shall in all events be limited so that they shall not apply to the extent that they would constitute or result in an impermissible expenditure under the United States Internal Revenue Code as now existing or hereafter amended (the "Code") or its regulations or violate any other applicable law.

#### **ARTICLE XIV** **PROHIBITED ACTIVITIES**

**SECTION 1.** Tax Law Restrictions. Notwithstanding any other provision of these By-Laws, the Corporation shall not engage in any activity which is not