

**BYLAWS**  
**OF**  
**CENTRAL FLORIDA**  
**ESTATE PLANNING COUNCIL, INC.**

Table of Contents

|   | <u>Page</u> |
|---|-------------|
| ARTICLE I - PURPOSES .....                                | 1           |
| Section 1.01. Corporation Not for Profit .....            | 1           |
| Section 1.02. Charitable Purposes .....                   | 1           |
| Section 1.03. Mission.....                                | 1           |
| Section 1.04. Vision and Objectives .....                 | 1           |
| Section 1.05. Purposes .....                              | 1           |
| ARTICLE II - OFFICES.....                                 | 2           |
| Section 2.01. Registered Office .....                     | 2           |
| Section 2.02. Other Offices.....                          | 2           |
| ARTICLE III - MEMBERSHIP .....                            | 2           |
| Section 3.01. Classes of Membership .....                 | 2           |
| Section 3.02. Qualification of Members .....              | 2           |
| Section 3.03. Estate Planning Practice.....               | 3           |
| Section 3.04. Application of Membership .....             | 3           |
| Section 3.05. Property Rights .....                       | 3           |
| Section 3.06. Liability of Members .....                  | 3           |
| Section 3.07. Membership Fee.....                         | 3           |
| Section 3.08. Guests and Guest Fees .....                 | 3           |
| Section 3.09. Advertisement .....                         | 3           |
| Section 3.10. Resignation, Suspension and Expulsion ..... | 3           |
| ARTICLE IV - MEMBERS.....                                 | 4           |
| Section 4.01. Meetings.....                               | 4           |
| Section 4.02. Notice of Meetings.....                     | 4           |
| Section 4.03. Notice of Member Activities .....           | 4           |
| Section 4.04. Quorum and Voting .....                     | 4           |
| ARTICLE V - DIRECTORS .....                               | 4           |
| Section 5.01. Management.....                             | 4           |
| Section 5.02. Number of Directors .....                   | 4           |
| Section 5.03. Term.....                                   | 5           |
| Section 5.04. Qualification .....                         | 5           |
| Section 5.05. Compensation .....                          | 5           |
| Section 5.06. Meetings.....                               | 5           |
| Section 5.07. Place of Meetings.....                      | 5           |
| Section 5.08. Notice of Meetings.....                     | 5           |
| Section 5.09. Quorum and Voting .....                     | 6           |

**BYLAWS**  
**OF**  
**CENTRAL FLORIDA**  
**ESTATE PLANNING COUNCIL, INC.**

Table of Contents  
(continued)

|  | <u>Page</u> |
|--|-------------|
| Section 5.10. Presumption of Assent .....                      | 6           |
| Section 5.11. Telephone and Similar Meetings .....             | 6           |
| Section 5.12. Action without a Meeting .....                   | 6           |
| Section 5.13. Resignation of Directors .....                   | 6           |
| Section 5.14. Removal of Directors .....                       | 7           |
| Section 5.15. Vacancies .....                                  | 7           |
| Section 5.16. Duties of Directors .....                        | 7           |
| Section 5.17. Liability of Directors.....                      | 7           |
| Section 5.18. Executive Director .....                         | 8           |
| ARTICLE VI - COMMITTEES .....                                  | 8           |
| Section 6.01. Standing and Other Committees .....              | 8           |
| Section 6.02. Procedures Applicable to Committees.....         | 9           |
| ARTICLE VII - OFFICERS .....                                   | 10          |
| Section 7.01. Officers .....                                   | 10          |
| Section 7.02. Election, Term of Office and Qualification ..... | 10          |
| Section 7.03. Resignation .....                                | 10          |
| Section 7.04. Removal .....                                    | 10          |
| Section 7.05. Vacancies .....                                  | 10          |
| Section 7.06. Duties of Officers.....                          | 10          |
| ARTICLE VIII - FUNDS, DEPOSITS AND CHECKS .....                | 111         |
| Section 8.01. Gifts and Contributions.....                     | 111         |
| Section 8.02. Deposits.....                                    | 111         |
| Section 8.03. Checks, Drafts, Orders for Payment .....         | 121         |
| ARTICLE IX - BOOKS AND RECORDS .....                           | 122         |
| Section 9.01. Corporate Records .....                          | 122         |
| Section 9.02. Member’s Inspection Rights .....                 | 122         |
| ARTICLE X - INDEMNIFICATION .....                              | 132         |
| ARTICLE XI - MISCELLANEOUS.....                                | 133         |
| Section 11.01. Corporate Seal.....                             | 133         |
| Section 11.02. Fiscal Year .....                               | 133         |
| Section 11.03. Amendment of Bylaws .....                       | 133         |
| Section 11.04. Relation to Articles of Incorporation .....     | 133         |

**BYLAWS**  
**OF**  
**CENTRAL FLORIDA**  
**ESTATE PLANNING COUNCIL, INC.**

ARTICLE I - PURPOSES

Section 1.01. Corporation Not for Profit. Central Florida Estate Planning Council, 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, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 1.03. Mission. The mission of the Corporation is to promote the multi-disciplinary approach of estate planning by supporting its members, encourage cooperation among members to create a thorough and complete estate plan for clients, provide education and learning opportunities for members, and increase awareness of the importance of estate planning by a team of professional advisors.

Section 1.04. Vision and Objectives. The Corporation seeks to provide opportunities for education and learning for its members and the public so as to promote proper estate planning methods and to provide confidence and guidance in the estate planning process.

Section 1.05. Purposes. The specific purposes of the Corporation are:

1. To promote and enhance the welfare, ethical standards, and best interests of the Corporation and its members, thereby serving the best interests of the public;
2. To establish and maintain a common meeting ground and medium for communication among members, and to promote understanding and harmony among them and with the public;
3. To improve the stature of the Corporation and its members through educational programs, and to improve their qualifications to serve the public, and particularly, their clients; and
4. To promote standards of excellence in its members.

## ARTICLE II - OFFICES

Section 2.01. Registered Office. The registered office of the Corporation shall be as stated in the Articles of Incorporation, or such other location as may be determined from time to time by the Board of Directors.

Section 2.02. Other Offices. The Corporation may also have other offices, within 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 - MEMBERSHIP

Section 3.01. Classes of Membership. The Corporation shall have one class of members, and no more than one membership may be held by any one person.

Section 3.02. Qualifications of Members. All members must be natural persons. In order to qualify to be a member, a person must meet the requirements of at least one of the following categories:

(a) Trust Officer. An officer of a trust company or bank maintaining a trust department, who is actively engaged in estate planning, trust investment or personal and corporate trust administration.

(b) Life Underwriter. A person with the Chartered Life Underwriter designation and any other life underwriter who was a member of the Central Florida Estate Planning Council, a nonprofit association, on June 30, 1978.

(c) Attorney. A member of the Florida Bar.

(d) Certified Public Accountant. A person licensed as a Certified Public Accountant by the Florida Department of Business and Professional Regulations, or as a certified public accountant in a state other than Florida who is employed by a Florida public accounting firm.

(e) Certified Trust and Financial Advisor. A person certified as a Certified Trust and Financial Advisor ("CTFA") by the Institute of Certified Bankers of the American Bankers Association.

(f) Chartered Financial Consultant. A person designated as a Chartered Financial Consultant ("ChFC") by the American College, Bryn Mawr, Pennsylvania.

(g) Certified Financial Planner. A person certified as a Certified Financial Planner ("CFP") by the Certified Financial Planner Board of Standards.

(h) Other. An officer of a Charitable Organization or a full-time professor teaching at an accredited college or university in Central Florida in the area of estate planning or taxation.

(i) All members of the Corporation as of September 15, 1982. Members in this category shall be assigned, for purposes of these Bylaws, by the Board of Directors to the category in (a) - (h) above which most closely relates to the occupation of such person.

(j) Associate Member. Persons who exhibit the ability to bring value to the Corporation in a manner not provided by the other categories of membership.

Section 3.03. Estate Planning Practice. All members, except Associate Members, must be interested in and actively practicing estate planning in the Central Florida area. Persons engaged in full-time teaching at the college or graduate level at an accredited college or university and whose principal areas of teaching involve estate planning or taxation shall be considered to be interested in and actively practicing estate planning. The principal earned income of each member must be from one of the categories of activities described above.

Section 3.04. Application for Membership. An applicant for admission to membership shall complete an application form prescribed by the Board of Directors disclosing the applicant's qualifications for membership and (except for the categories described in paragraphs (i) and (j) of Section 3.02) endorsed by two members in good standing, one of whom must be of the same profession as the applicant. Said applicant shall be elected by a majority vote of the Board of Directors after having been approved by the Membership Committee.

Section 3.05. Property Rights. No member shall have any right, title, or interest in any of the property or assets of the Corporation, including any earnings or investment income of the Corporation, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof.

Section 3.06. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 3.07. Membership Fee. The Board of Directors shall determine from time to time the amount of the annual membership fee payable to the Corporation to establish membership.

Section 3.08. Guests and Guest Fees. Any member may invite one or more guests to attend any regular, special or annual meeting of the Corporation. The costs of the attendance of a guest at such meeting shall be borne by the member inviting such guest, unless otherwise determined by the Board of Directors. The charge for a guest to attend any meeting of the Corporation shall be such amount as the Board of Directors may from time to time determine.

Section 3.09. Advertisement. No member of the Corporation shall use membership in the Corporation in any form of advertisement or solicitation of business.

Section 3.10. Resignation, Suspension and Expulsion. Any member whose dues are not in arrears may terminate his membership by written resignation. Any member whose dues are in arrears thirty (30) days or more may be suspended, after failing to respond to a notice of delinquency, by the Board of Directors. Any member of the Corporation may be suspended or

expelled from membership for cause by a majority of the members of the Board of Directors. A member who has been suspended or expelled may be reinstated by a majority of members of the Board of Directors.

#### ARTICLE IV - MEETINGS OF MEMBERS

Section 4.01. Meetings. An annual meeting of the members shall be held during the month of May on the day selected by the Board of Directors, at such place as may be designated from time to time by the Board of Directors. At the meeting, the members shall elect directors and transact such other business as may properly be brought before the meeting. Special meetings of the members shall be held when called by the President or the Board of Directors at such places and at such times as may be designated by the Board of Directors. At such meetings, the members shall transact such business as may be properly brought before the meeting.

Section 4.02. Notice of Meetings. The Board of Directors shall provide reasonable notice of the date, time and place of the members' meetings to the members, prior to the meeting. Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting.

Section 4.03. Notice of Member Activities. The Board of Directors shall provide reasonable notice to the members of all activities of the members.

Section 4.04. Voting and Quorum. All members described in each of the membership categories described in Section 3.02(a)-(i) shall be entitled to vote on any matter on which the members may vote. Thirty percent (30%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The affirmative vote of a majority of the members represented at such meeting shall be the act of the members unless otherwise provided by law or these Bylaws. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. At each election of directors, every member of record shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected at that time and for whose election such member has a right to vote. There shall be no cumulative voting for the election of directors.

Section 4.05. Proxies. A member may vote either in person or by proxy as provided in this Section. A member may appoint a proxy to vote on behalf of such member by signing an appointment form personally. No proxy shall be valid after the expiration thirty (30) days from the date thereof. Every proxy shall be revocable by the member. The authority of the holder of a proxy to act shall not be revoked by the incapacity or death of the member who executed the proxy unless, before the authority is exercised, notice of such death or incapacity is received by the Secretary of the Corporation or other officer or agent authorized to tabulate votes.

#### ARTICLE V - DIRECTORS

Section 5.01. 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 5.02. Number of Directors. The number of directors of the Corporation shall be thirteen (13), including the immediate past president and twelve (12) directors elected by the members, with at least two (2) directors from each of the following four (4) membership categories: (i) Trust Officer described in Section 3.02(a) and CTFA described in Section 3.02(e); (ii) Life Underwriter described in Section 3.02(b), ChFC described in Section 3.02(f) and CFP described in Section 3.02(g); (iii) Attorney described in Section 3.02(c); and (iv) Certified Public Accountant described in Section 3.02(d). In no event shall persons in any one of the four (4) membership categories constitute a majority of the directors. The number of directors may be increased or decreased from time to time by resolution of a majority of the Board of Directors or by resolution of the members at any meeting thereof; provided, however, that the Board of Directors shall consist of not less than three (3) directors and no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

Section 5.03. Term. Each director (other than the past president) shall serve a two (2) year term. No director may serve more than two (2) consecutive two (2) year terms, unless prior to the expiration of his or her second term, he or she is elected to serve as an officer for the following year in which case he or she shall serve until his or her term as an officer expires. Each person serving on the Board of Directors shall hold office until the May 31 immediately following the annual meeting of the members in the year his or her term expires and until such director's successor shall have been elected and qualified or until such director's earlier resignation, removal from office or death.

At their annual meeting, the members shall elect a director to fill the office of any director whose term will expire on the May 31 immediately following the annual meeting of members or which is vacant.

Section 5.04. Qualification. Directors must be members of the Corporation.

Section 5.05. Compensation. No member of the Board of Directors shall receive any compensation from the Corporation; provided, however, that the directors shall be reimbursed for any reasonable out-of-pocket expenses incurred in furtherance of their duties as directors.

Section 5.06. Meetings.

(a) Annual Meeting. An annual meeting of the Board of Directors shall be held within forty-five (45) days following the annual meeting of members.

(b) Special Meetings. Special meetings of the Board of Directors shall be held when called by the President or any two (2) members of the Board of Directors at such times as designated by the Board of Directors. At such special meetings, the Board of Directors shall transact all business as may be properly brought before the meeting.

Section 5.07. Place of Meetings. Meetings of the Board of Directors, annual or special, may be held at such place or places as the President may from time to time designate.

Section 5.08. Notice of Meetings. Written notice of the date, time and place of annual or special 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 regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 5.09. 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.

Section 5.10. 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 5.11. Telephone and Similar Meetings. The directors may participate in, and hold meetings by means of, conference telephone 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 5.12. 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. 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.

Section 5.13. Resignation of Directors. 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.

Section 5.14. Removal of Directors. At a meeting of members called expressly for the purpose of removing one or more directors, any director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members.

Section 5.15. 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 only until the next annual meeting of the members.

Section 5.16. 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, certified 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 5.17. 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 5.18. Executive Director. The Board of Directors may employ an executive director to manage and conduct the day-to-day affairs of the Corporation. The executive director's compensation shall be fixed by the Board of Directors. The executive director shall attend all Board of Directors' meetings, committee meetings and such other meetings as directed by the President.

#### ARTICLE VI - COMMITTEES

Section 6.01. Standing and Other Committees. The President, with the advice and consent of a majority of the full Board of Directors, shall designate the following committees, and one or more other committees as deemed necessary or desirable to carry out the objectives of the Corporation, and the chair of each committee, except for those committees where the chair is an officer specified below. The chair of each committee shall designate the other members of the committee. All members of the committees must be members of the Corporation. Each committee established pursuant to this Section must have two (2) or more committee members designated from among the members of the Board of Directors.

(a) Program Committee. The Program Committee shall include the First Vice President, who shall chair the Committee, and at least two (2) other members of the Corporation.

(b) Membership and Directory Committee. The Membership and Directory shall include the Second Vice President, who shall chair the Committee, and at least two (2) other members of the Corporation.

(c) Arrangement Committee. The Arrangement Committee shall include the Secretary, who shall chair the Committee, and at least two (2) other members of the Corporation.

(d) Public Relations Committee. The Public Relations Committee shall include at least two (2) members of the Corporation.

(e) Annual Meeting Committee. The Annual Meeting Committee shall include at least two (2) members of the Corporation.

(f) Sponsorship Committee. The Sponsorship Committee shall include at least two (2) members of the Corporation.

(g) NAEPC Committee. The National Association of Estate Planners and Councils (“NAEPC”) Committee shall include at least two (2) members of the Corporation.

(h) Website Committee. The Website Committee shall include at least two (2) members of the Corporation.

(i) Nominating Committee. The Nominating Committee shall include the First Vice President, who shall chair the Committee, the President and the Immediate Past President. The nominating Committee shall (i) submit, to the Board of Directors for approval and submission to the members for a vote at the annual meeting of the members, a slate of candidates to fill the office of any director whose term will expire on the May 31 immediately following the annual meeting of members or which is vacant and (ii) submit, to the Board of Directors for a vote at the annual meeting of the Board of Directors, a slate of candidates to fill the office of any officer whose term will expire at the next annual meeting of the Board of Directors, the office of Treasurer whose term will expire on the June 30 immediately following the annual meeting of members or is vacant.

(a) If the Board of Directors does not approve one or more of the candidates on the slate of directors, the Nominating Committee shall submit a slate with an alternate candidate for each candidate the Board of Directors did not approve, until the Board has approved a number of candidates equal to the number of directors whose term will expire on the May 31 immediately following the annual meeting of members or which is vacant. The slate of candidates approved by the Board of Directors shall be submitted to the members for a vote at the annual meeting of members.

(b) If the Board of Directors does not elect one or more of the candidates on the slate of officers, members of the Board of Directors shall nominate an alternate candidate for each officer the Board of Directors did not elect, until the Board of Directors has elected a candidate to fill the office of each officer whose term expires at the annual meeting of the Board of Directors, the office of Treasurer whose term will expire on the June 30 immediately following the annual meeting of members or which is vacant.

Section 6.02. 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.

The recommendations of all committees must be approved by the Board of Directors.

## ARTICLE VII - OFFICERS

Section 7.01. Officers. The officers of the Corporation shall consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The same person may simultaneously hold more than one office, except that the same person may not simultaneously hold the offices of president and secretary.

Section 7.02. Qualification. Officers must either (i) be a member of the Board of Directors or (ii) have served at least one term as a member of the Board of Directors or, prior to the adoption of these Bylaws, the Executive Committee.

Section 7.03. Election and Term of Office. Each officer shall be elected by the Board of Directors at the annual meeting of the Board of Directors, except the President, who shall be the immediate past First Vice President. Each such officer (whether elected at an annual meeting of the Board of Directors or to fill a vacancy or otherwise), except the Treasurer, shall hold such office until the next annual meeting of the Board of Directors and until such officer's successor shall have been elected and qualified, or until such officer's death, resignation or removal. The Treasurer shall hold such office until the June 30 immediately following the annual meeting of members.

Section 7.04. Resignation. 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 7.05. Removal. The Board of Directors may remove any officer at any time with or without cause.

Section 7.06. 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 or appointment to such office.

Section 7.07. Duties of Officers.

(a) President. The President shall be the chief executive officer of the Corporation, shall have authority over the general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the members (if any), Board of Directors, and executive or other committees as established by the Board of Directors under the provisions of these Bylaws. The President 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.

(b) First Vice President. The First 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 First Vice President shall perform the duties and have the authority and the power of the President. The First Vice President shall be the President elect and shall assume the office of President when the term of the President ends. The First Vice President shall be the chair of the Program Committee.

(c) Second Vice President. The Second 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 and First Vice President, the Second Vice President shall perform the duties and have the authority and power of the President. The Second Vice President shall be the chair of the Membership and Directory Committee.

(d) Secretary. The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall record the minutes of all meetings of the members, Board of Directors, and executive and other committees, if any, shall send out all notices of meetings where required under these Bylaws or otherwise required by law, 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) Treasurer. The Treasurer, if any, shall have custody of all corporate funds and financial records, shall keep 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. If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate. If no Treasurer is elected by the Board of Directors, then the secretary shall perform the duties of the treasurer described in this Section 7.07.

#### 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 - BOOKS AND RECORDS

Section 9.01. 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) the minutes of all meetings of the members and a record of all actions taken by the members without a meeting, and any written communication to the members within the past three (3) years;
- (c) 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;
- (d) a record of the names and addresses of its members in alphabetical order;
- (e) a list of the names and addresses of its current directors and officers;
- (f) the Corporation's most recent annual report; and
- (g) accurate accounting records.

Section 9.02. Member's Inspection Rights. A member of the Corporation, or such member's agent or attorney, may inspect and copy, during regular business hours at the Corporation's principal office or at a reasonable location specified by the Corporation, any of the records of the Corporation described in Sections 9.01(a), 9.01(b), 9.01(e) and 9.01(f), if the member gives the Corporation written notice of such member's demand at least ten (10) business days before the date on which the member wishes to inspect and copy. A member may inspect and copy any of the records of the Corporation described in Sections 9.01(c) (relevant excerpts) 9.01(d) and 9.01(g), and any other books and records of the Corporation, if the member gives the Corporation written notice of his or her demand at least ten (10) business days before the date on which he member wishes to inspect and copy, but only if the member's demand is made in good faith and for a proper purpose, the member describes with reasonable particularity his or her purpose and the records he or she desires to inspect, and the records are directly connected with the member's purpose.

ARTICLE X - INDEMNIFICATION

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted under Section 617.0831 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 end on June 30 of each year.

Section 11.03. Amendment of Bylaws. Any proposed amendment to the Bylaws of the Corporation must be approved by a majority of the Board of Directors. Following approval by the Board of Directors of a proposed amendment to the Bylaws, the Bylaws may be amended at any annual or special meeting of the Corporation, at which there is a quorum, by vote of two-thirds (2/3) of the members present; provided that notice setting forth the purpose of the meeting and the proposed amendment has been provided to all members at least ten (10) days prior to such meeting.

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

Adopted: \_\_\_\_\_, 2011