

**BYLAWS of
THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN
Greater Naples AAUW Charitable Foundation, Inc.**

**Part I
Provisions Required of all AAUW Affiliates**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the Greater Naples AAUW Charitable Foundation, Inc., hereinafter known as the “Affiliate.”

Section 2. Affiliate. Greater Naples AAUW Charitable Foundation, Inc. is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. The Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of the Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. The purpose of AAUW is to advance gender equity for women and girls through research, advocacy and education. The purpose of the Affiliate is to further AAUW purposes and policies.

Section 2. Policies and Programs. In keeping with this purpose, the Affiliate shall promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members engaged in AAUW activities, and no member shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logo of AAUW may be used only by members (as defined below at Article IV, Section 2) and Affiliates (as defined below at Article V, Section 1) only according to policies and procedures established by the AAUW Board of Directors; others may do so only according to written licenses.

Section 3. Individual Freedom of Speech. These bylaws shall not abridge the freedom of speech of any AAUW member to speak an opinion in the member's own name.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Composition. The members of AAUW at present consist of members ("Individual Members") and college/university members ("College/University Members").

Section 2. Basis of Membership.

a. Individual Members.

(1) Eligibility. An individual holding an associate's (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S Department of Education (an "Accredited Higher Education Institution") or other qualified educational institution located outside of the United States, as determined by the AAUW Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the AAUW Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.

(2) Appeals of Refusals of Admission to Membership. Any potential Individual Member or College/University Member who claims qualification for membership in AAUW and who has been refused admission to membership may present credentials to the AAUW Board of Directors for review. The decision of the AAUW Board of Directors shall be final.

(3) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

(4) Life Membership.

(a) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW dues, based on the amount of annual AAUW dues the year the Member elects to become a Life

Member. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(b) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for fifty years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher education institution located outside the United States, as determined by the AAUW Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the AAUW Board of Directors.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues.

a. Amount. Annual AAUW dues and Member benefits for any category of Member shall be set by the AAUW Board of Directors. "The annual dues and Member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors. Members shall be notified of the intent to consider a change in the dues, the proposed amount, and the rationale for the change at least 60 days prior to the vote."

b. Payment. Member dues shall be payable in accordance with procedures established by the AAUW Board of Directors.

Section 5. Severance of Membership. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its mission according to these bylaws, with action taken following policies and procedures adopted by the AAUW Board of Directors. In addition, a College/University Member that is no longer eligible for

membership shall be removed from membership as soon as practicable after it loses its eligibility.

Article V. AAUW AFFILIATES

Section 1. AAUW Affiliate Defined. An AAUW Affiliate (“Affiliate”) is an organization affiliated with AAUW for the purpose of supporting AAUW’s mission through Affiliate programs, fundraising, networking, and/or other activities. Affiliates are typically nonprofit membership organizations under state law and may also have been recognized as tax-exempt 501(c)(3) or 501(c)(4) organizations under the Internal Revenue Code. An Affiliate may use AAUW’s name and/or logo only if approved by the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

Bylaws. Affiliates shall develop bylaws as meet their needs. However, any such bylaws shall not conflict with AAUW Bylaws or with applicable law.

c. Structure. Affiliates may create such leadership structures as meet their needs. Each Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of an Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. The Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of an Affiliate is vested in the Affiliate. An Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW’s purposes. In the event of the dissolution of an Affiliate or the termination of an Affiliate’s affiliation with AAUW, all assets of the Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Affiliate in all instances in which they are applicable and in which they are not inconsistent with the AAUW Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by the Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

Part II Specific Bylaws of the Greater Naples AAUW Charitable Foundation, Inc.

ARTICLE 1 Name, Seal, and Offices

1.1 Name

The name of this corporation is Greater Naples AAUW Charitable Foundation, Inc. (hereinafter referred to as the "Corporation").

1.2 Seal

If the Corporation chooses to use a seal, the seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Greater Naples AAUW Charitable Foundation, Inc." and in the center the words and figures "Corporation Not For Profit 2001 Florida." The Board of Directors may change the form of the seal or the inscription thereon at any regular or special meeting.

1.3 Offices

The registered office of the Corporation shall be at such location in the State of Florida as may be appointed by the Board of Directors. The Corporation also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

ARTICLE 2 Guiding Principles

2.1 Purpose

The Corporation is organized, and shall be operated, exclusively for any or all charitable, educational, scientific, or literary purposes that may qualify it as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt it from federal income tax under section 501(a) of the Code. In keeping with this purpose, the Corporation shall strive to promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential . More specifically, and without limitation, the Corporation shall strive to:

- a. Provide scholarships to women who live in Collier County or southern Lee County, Florida.
- b. Support National, State, and Branch mission-focused programs at the local level, including AAUW StartSmart.
- c. Support the AAUW Greater Naples Branch STEAM conference for 5th-grade girls;
- d. Support the AAUW Greater Naples Branch Janet Martin Welch Reading Is Fun! Program;
- e. Support other mission-focused charitable programs of the AAUW Greater Naples Branch;
- f. Collaborate with other organizations and foundations having AAUW mission-focus interests;
- g. Receive, invest, and disburse funds, and hold and manage property for the purposes of the Corporation;
- h. Host one or more giving circles which share and support its mission, and solicit in the name of such giving circle(s), including the Southwest Florida Women Giving Together giving circle; and
- i. Take such other actions as are permitted to a Florida nonprofit corporation consistent with the Corporation's purpose, its Certificate of Incorporation, and these Bylaws.

2.2 Fund-Raising, Financial Management and Donor Intent

All fundraising activities and financial management by the Corporation shall be conducted and communicated so as to uphold and reinforce high standards of fiscal integrity, accountability, and transparency, and in keeping with the fundamental

principle of respect for the intent of the donor. Specific donor designations for gifts shall be honored; provided, however, that if a donor designation is not consistent with the Corporation's purposes, or would disqualify the Corporation from exemption from federal income tax as a qualified organization described in Section 501(c)(3) of the Code, the donor must agree to an alternative appropriate use, or the Corporation shall refuse the gift. Undesignated donations made to the Corporation will be used as determined by the Board from time to time.

a.

2.3 Maintenance of Non-Profit Status

The Corporation shall be operated at all times for the specific charitable and benevolent purposes stated earlier and no part of the net earnings received by the Corporation shall inure to the benefit of any person having a personal and private interest in the activities of the Corporation or other private interests, nor shall the Corporation participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, or carry on propaganda or otherwise attempt to influence legislation as any substantial part of its activities.

ARTICLE 3. Membership

The Corporation shall have no members. Any provision of law requiring notice to, the presence of, or the vote, consent or other action by, members of a corporation in connection with any matter shall be satisfied by notice to, the presence of, or the vote, consent or other action by, the Board of Directors of the Corporation.

ARTICLE 4 Directors

4.1 Generally

All power and authority of the Corporation shall be vested exclusively in the Board of Directors, including officers, which shall manage and direct the affairs of the Corporation. (The members of the Board of Directors may be referred to as "Directors", and the Board of Directors may be referred to as the "Board".) The duties of the Board of Directors, shall include, without limitation:

- a. Establishing such policies as may be necessary to carry out the purposes of the Corporation;
- b. Causing to be kept a complete record of all of the Corporation's acts and financial transactions;
- c. Overseeing the Corporation's activities and committees, and those of hosted giving circles;
- d. Approving budgets, financial plans and financial statements, and monitoring and ensuring the integrity of the Corporation's financial reporting processes;
- e. Reviewing and approving material expenditures and transactions;
- f. Taking whatever action is necessary to manage the affairs of the Corporation, including defining and reevaluating from time-to-time the strategy by which the Corporation fulfills its mission;
- g. Promoting and supporting the activities of the Corporation, including assisting in obtaining resources by making personally meaningful financial contributions, fundraising and/or grant-writing;
- h. Establishing the composition of the board, task forces and committees, and determining governance practices;
- i. Engaging the services of such independent professionals as accountants, investment advisors or firms, insurance agents, and attorneys if and as necessary;
- j. Ensuring compliance with all applicable laws, regulations, policies and ethical standards of the Corporation, including laws and regulations enforced by the IRS, as well as the organization's conflict of interest and other policies;
- k. Ensuring that fundraising solicitations meet federal and state law requirements and solicitation materials are accurate, truthful and candid; and
- l. Ensuring that fundraising costs are reasonable and that accurate information about fundraising costs and practices is provided to donors and the public.

4.2 Number and Qualification

The number of Directors (including Officers) which shall constitute the full Board shall be fixed by the Board from time to time; provided that the Board shall have at least five (5) Directors, but no more than nine (9) Directors. Directors shall be, and remain, members in good standing of AAUW and of the AAUW Greater Naples Branch and of legal age, but need not be residents of the State of Florida.

4.3 Quorum; Voting rights

At all meetings of the Board, the presence of at least one-third of the Directors in office shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, the meeting may be adjourned from time to time by a majority of the Directors present until a quorum shall be present, but notice of the time and place to which such meeting is adjourned shall be given to any Directors not present by email, facsimile, personally or by telephone at least 24 hours prior to the hour of reconvening. Each Director shall be entitled to one vote.

4.4 Election of Directors; Term of Office

Directors shall be elected for an initial term of one year. Thereafter, Directors may be reelected for a term of two years. Election shall be by affirmative vote of a majority of the Directors present at any regular or special meeting of the Board at which a quorum is present, provided that the required advance notice of such meeting was given or waived. Each Director shall hold office, and be responsible as a Director, from the time she accepts office or attends her first meeting of the Board, whichever occurs first. Each Director shall serve until her term expires, or until her earlier death, resignation or removal.

Elections are normally held at the Annual Meeting, which shall be held within the first 90 days of the fiscal year; but, a director may be elected at any noticed meeting of the Board for a term expiring on the date of the next Annual Meeting, at which time she may be reelected.

4.5 Resignation

Any Director may resign at any time by giving written notice of such resignation to the Secretary and President of the Board of Directors.

4.6 Removal

Any Director may be removed from office for cause by the affirmative vote of a majority of the Board of Directors. In the absence of cause for removal, removal shall require the affirmative vote of two-thirds of the Board. Cause for removal shall include, but not be limited to: absence without approval from more than two meetings of the Board per year, and any act the Board believes in its reasonable, good faith judgment to be inconsistent with these Bylaws or with any policy, vote or resolution of the Board, or with the best interests of the Corporation.

4.7 Vacancies

Any vacancy in the Board may be filled as provided in Section 4.4. The Director elected to fill a vacancy shall serve for the remainder of the term of her predecessor.

4.8 Annual Meeting

One regular meeting of the Board shall be designated as the annual meeting at which the Board shall organize itself and elect the Officers of the Corporation for the ensuing year and may transact any other business. The Annual Meeting shall be held within the first 90 days of the fiscal year,

4.9 Regular and Special Meetings

Regular and special meetings of the Board of Directors may be held at such times and or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may also be called by the President as she sees fit, and must be called by the President upon the written request of any two members of the Board of Directors. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any Directors' meeting at which a quorum is present.

4.10 Meeting by Electronic Means

One or more Directors may participate in any regular or special meeting of the Board or of a committee of the Board by means of conference telephone or any other method of communication allowing all persons participating to hear each other. A Director's participation in a meeting by such electronic means will constitute attendance in person for all purposes under these Bylaws. Board business may also be transacted by electronic means. Any such actions shall be recorded in the Corporation's minute book.

4.11 Unanimous Consent

The Board may act without a meeting by the unanimous, signed, written consents of every member of the Board. Such consents shall be effective when the last Director signs, and shall be recorded in the Corporation's minute book. To the extent recognized

by applicable law, the electronic signature of a Director shall be recognized by the Corporation as her signature.

4.12 Notice of Meetings

Notice of the date, time and place of each meeting of the Board of Directors, except as otherwise provided, shall be given to each Director not less than five days before the date thereof. Regular meetings of the Board of Directors held pursuant to a schedule previously adopted by the Board of Directors and given to all Directors, may be held without additional notice. Notice of any meeting may be waived by any Director in writing, and shall be waived by any Director who attends any meeting without immediately expressing objection to notice. Notices shall be delivered by electronic or oral means a minimum of five days in advance.

4.13 Chairperson

The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Secretary shall preside. In the absence of both the President and the Secretary, the Treasurer shall preside.

4.14 Emeritus Directors

The Board may also elect Emeritus Directors, who shall be entitled to notice and may attend Board meetings. Emeritus Directors shall not be included for purposes of determining a full Board or a quorum, and shall not vote. Emeritus Directors, like other Directors, shall be members in good standing of the AAUW and of the AAUW Greater Naples Branch, and of legal age but need not be residents of the State of Florida.

Article 5 OFFICERS

5.1 Number and Titles

The officers of the Corporation shall be the President, Secretary, Treasurer, Director for Local Scholarships and Director for Funds. The Board shall appoint these and other officers by majority vote.

5.2 Qualifications

The President and other officers shall be members of the Board of Directors, and like all other Directors, must be and remain members in good standing of AAUW and of the AAUW Greater Naples Branch. Any two offices may be held by the same person, except that the President shall not hold any other office.

5.3 Vacancies

In the event that any office of the Corporation shall become vacant for any reason, the remaining Directors may elect an officer to fill such vacancy, and the officer so elected shall hold such office for the remainder of the term of her predecessor.

5.4 President

The President shall:

- a. Preside at all meetings of the Board of Directors
- b. Have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors;
- c. Represent the Corporation at meetings and other functions where a presence is required;
- d. Prepare the agendas for Board meetings;
- e. Appoint Chairs of committees, and serve ex officio on all committees, except any Nominating or Audit committees;
- f. Sign, with the Secretary or other officer authorized by the Board, any legal documents the Board has authorized to be executed;
- g. Approve checks for expenses or loans authorized by the Board of amounts in excess of \$250.
- h. Exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board.
- i. Collaborate with the Treasurer in preparing the Corporation's annual IRS Form 990 and the Florida Solicitation of Contributions Registration Application.

5.5 Secretary

The Secretary shall:

- a. Perform the duties of the President in any case where the President is unable to serve;

- b. Maintain or cause to be maintained accurate minutes and records of all meetings and actions of the Board of Directors;
- c. Authenticate the Corporation's records as may be required;
- d. Have charge of such other books, documents, and papers of the Corporation as the Board of Directors may determine;
- e. Have custody of the corporate seal, should one exist;
- f. Ensure that each Director receives the required notice of each Board meeting;
- g. Keep, or cause to be kept, the reports of the meetings of committees and giving circles;
- h. Sign with the President or another Director specifically authorized by Board resolution, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when required, affix the Seal of the Corporation, should one exists;
- i. Perform all other duties incident to the office of Secretary, subject to the control of the Board of Directors; and
- j. Perform such other duties as may be assigned to her by the Board of Directors.

5.6 Treasurer

The Treasurer shall:

- a. Perform the duties of the President in any case where the President and the Secretary are unable to serve;
- b. Perform all duties normally pertaining to the office of Treasurer, and such other duties as the Board may prescribe from time to time;
- c. Endorse and deposit to accounts authorized by the Board, in keeping with donor designations, all donations and any other funds received by the Corporation;
- d. Maintain accurate records of each of the Corporation's receipts and expenditures;
- e. Sign checks for expenses authorized by the Board, provided that the President shall authorize checks for amounts in excess of \$250;
- f. Submit at each meeting of the Board a statement of the assets and liabilities of the Corporation, and of its receipts and expenditures, and such other information as may be required by the Board from time to time;
- g. With the President, create and maintain an annual budget;
- h. Maintain the Corporation's financial records and submit them for inspection by the Board or any person authorized by the Board, and any appropriate governmental authority;

- i. Have lead responsibility with the President for filing the Corporation's annual IRS Form 990 and the Florida Solicitation of Contributions Registration Application or any versions or successor forms;
- j. Submit to the Board of Directors such annual statements as are required under the Florida Nonprofit Corporation Law; and
- k. Exhibit the Corporation's books at reasonable times to any Director on written application at the offices of the Corporation and submit the books and records of the Corporation for annual review by the Board of Directors.
- l. Collaborate with the President, for the Corporation's compliance with Section 617.1622 of the Florida Non-profit Corporation Law regarding the Annual report to be mailed by May 1 each year.

5.7 Director for Funds

The Director for Funds shall coordinate fund-raising activities.

5.8 Director for Scholarships

The Director for Local Scholarships shall implement and administer the local scholarship programs.

5.9 Removal

Any officer may be removed from office by the affirmative vote of a majority of the Directors at any regular meeting or at a special meeting called for that purpose, with or without cause.

ARTICLE 6 Committees

6.1 In General

By resolution adopted by a majority of the Board, standing or temporary committees consisting of at least two Directors may be appointed by the Board from time to time. Each such committee shall have and exercise such authority as the Board may specify from time to time; provided, however, that no committee may: amend these Bylaws or the Articles of Incorporation; adopt new Bylaws; repeal or amend any resolution of the Board; repeal, amend or adopt any rules, regulations, policies or procedures of or for

the Corporation; remove, elect or appoint any Director or Officer; dissolve the Corporation; or with the exception of the Executive Committee, enter into any contract or authorize any expenditure on behalf of the Corporation. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Corporation would be served by such removal.

6.2 Terms of Office

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

6.3 Records

Each committee chair shall provide to the Board reports of committee meetings and recommendations, which will be documented by the Secretary in accurate and official minutes of the Board meetings.

6.4 Executive Committee

a. Composition

The Executive Committee is composed of the President, Secretary, Treasurer, and any additional Directors designated by the Board.

b. Responsibilities

The Executive Committee shall:

- i. Provide general coordination and oversight of the Corporation in accordance with policies established by the Board.
- ii. Have and may exercise, between meetings of the Board of Directors, all of the powers of the Board of Directors, except as provided in Section 6.1.

c. Meetings

The Executive Committee may meet during the months when the Board does not meet and shall also meet on the call of the President at such times and places as may be designated by her.

d. Reports/Ratification

The Executive Committee shall submit a report to the Board before its next regularly scheduled meeting. The Executive Committee may confer prior to Board meetings. Any action of the Executive Committee may be rescinded by the Board of Directors at its next meeting following the Executive Committee's action, unless the Executive Committee's action was already implemented.

ARTICLE 7 Contracts, Deposits, Checks and Contributions

7.1 Contracts

Any contracts or other instruments authorized by the Board to be entered into on behalf of the Corporation shall be signed by one or more Officers or Directors.

7.2 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 or be invested from time to time for and on behalf of the Corporation, as the Board of Directors may direct. In all cases, the Corporation shall comply with the Florida Uniform Prudent Management of Institutional Funds Act.

ARTICLE 8 Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

ARTICLE 9 Prohibited Acts

9.1 No Compensation; No Sharing in Corporate Earnings

No director, officer, employee, representative or member of a committee of, or person connected with, the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. This provision of the Bylaws may not be changed without an affirmative vote of three-fourths of the Directors.

9.2 Conflicts of Interest

- a. Disclosure. If any Director, officer or committee member has a direct or indirect personal or financial interest in any proposed or existing transaction involving the Corporation, she shall immediately disclose the existence and nature of such interest to the Directors. A financial interest includes: (i) an ownership or investment interest in any entity with which the Corporation has a proposed transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a proposed transaction or arrangement; and (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. All officers and directors shall annually certify their compliance with this provision. An indirect interest includes such an ownership or investment interest of a member of a Director's immediate family.
- b. Recusal. Whenever an interested person has a financial or personal interest in any matter coming before the Board, the affected interested person shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors at any regular or special meeting determine that it is in the best interest of the Corporation to do so.
- c. Annual Certification. All officers and directors shall annually certify their compliance with this provision and with any separate conflict of interest policy the Board may adopt.

ARTICLE 10 Indemnification

10.1 In General

Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code, and except as prohibited by law, the Corporation shall indemnify any officer, Director, or committee member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she is or was a Director, officer, or committee member of the Corporation against all expenses and liabilities (including attorney's fees and appellate attorney's fees as they are actually incurred by the indemnified party), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her in connection

with such threatened action, suit or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that she did not act in good faith or in a manner 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, that she had no reasonable cause to believe her conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that 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 reasonable cause to believe that his or her conduct was unlawful. This provision is intended to provide the most comprehensive indemnification to the Corporation's officers, directors, and committee members permitted by Florida law.

10.2 Defense

To the extent that a Director, officer, or committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 10.1 above, or in defense of any claim, issue, or matter therein, she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by her in connection therewith.

10.3 Advances

Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, or committee member to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized by this Article 10.

10.4 Miscellaneous

The indemnification provided by this Article 10 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, or otherwise, and shall continue as to a person who has ceased to be a

Director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance

The Corporation shall purchase and maintain Directors and Officers Liability insurance. to protect itself and any person eligible to be indemnified hereunder against any liability and expense asserted or incurred in connection with any action or proceeding.

ARTICLE 11 Amendments

Upon the affirmative vote of two thirds of the Directors, The Board shall have the power to repeal, make, amend, and alter any bylaw or bylaws, including fixing or altering of the number of Directors, or the terms of office of Directors or Officers or both.

Amended: March 26, 2002

Amended: May 18, 2007

Amended: November 22, 2008

Amended: March 6, 2010

Amended: April 9, 2011

Amended: April 2, 2016

Amended: May 29, 2018

Amended: October 24, 2018

Amended: April 22, 2021

Amended: April 20, 2023