

BYLAWS OF ST. PETERSBURG CIVITAN FOUNDATION, INC.

ARTICLE I. PURPOSES AND POWERS

The purposes of the St. Petersburg Civitan Foundation, Inc. (the “Foundation”), are to serve persons with developmental disabilities by supporting medical research directed towards the cure and treatment of developmental disabilities and by improving the lives of persons with developmental disabilities through the advancement of education and training programs; to support the development of an educated community through scholarship awards programs for students pursuing undergraduate and graduate degrees; and to support and promote local non-profit organizations whose missions further that of the Foundation.

The Foundation shall have all powers set forth in Florida’s Not For Profit Corporations Act, Section 617 *et seq.*, and such other powers which may be granted hereinafter by Florida law.

ARTICLE II. MEMBERS

2.1 Membership.

A. All Active Category members in good standing of the St. Petersburg Civitan Club (the “Club”) are eligible to be members of the Foundation.

B. Any Life and Support Category members of the Club who agree to render services to the Foundation in the carrying out of its purposes and aims, whether the rendition of such services be personal services or the contribution, donation or subscription of funds for the purpose of carrying out the objects and purposes of the Foundation, are eligible to be members of the Foundation.

2.2 Termination of Membership.

A. Any member may resign from the Foundation at any time upon written notice to the Foundation.

B. Termination or resignation of membership in the Club shall result in termination or resignation of membership in the Foundation.

C. The Board of Directors may recommend a member’s removal if the member is determined to have misappropriated the Foundation’s funds. Any member considered for removal must be provided written notice by the Board of Directors and shall have the right to attend the meeting at which the Board of Directors votes on the recommendation of removal. When the Board of Directors recommends removal of a member, removal of the member shall require an affirmative vote of two-thirds of the Foundation membership present at a special meeting called for review of the recommendation of removal. Upon an affirmative vote for removal by the members at the special meeting, letters of removal will be issued by the Foundation Secretary.

2.3 Property Rights. No member shall have any right, title or interest in any of the property or assets of the Foundation, nor shall any property or assets of the Foundation be distributed to any member.

2.4 Liability of Members. No member shall be personally liable for any debts, liabilities or obligations of the Foundation, nor shall any member be subject to any assessments of the Foundation.

2.5 Transfer of Membership. Membership in the Foundation is non-transferable and non-assignable.

ARTICLE III. MEETINGS OF MEMBERS

3.1 Annual Meeting. The annual meeting of the members shall be held in the first quarter of the year at a time and date set by the Board of Directors. Business transacted at the annual meeting shall include, among other items, an election to fill any vacancies on the Board of Directors of the Foundation.

3.2 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors or by any member who petitions the President in writing to call a special meeting. No business other than the items stated in the agenda for the special meeting shall be conducted at the special meeting.

3.3 Place of Meetings. The President may designate any place within the State of Florida as the place for any meeting.

3.4 Notice. Written notice stating the place, day and time of any meeting and the purpose for which the meeting is called shall be delivered not less than five (5) nor more than thirty (30) days before the meeting, either personally, by first class mail, by publication, or by electronic mail at the direction of the President, the Secretary or the person(s) calling the meeting, to each member entitled to vote at such meeting. Notice by mail shall be deemed to be delivered when deposited in the United States mail to the member.

3.5 Quorum. Fifty percent (50%) of the members entitled to vote shall constitute a quorum. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting. Members may not vote by proxy.

ARTICLE IV. BOARD OF DIRECTORS

4.1 General Powers. The Board of Directors shall be the governing body of the Foundation and shall have power to take such action as may be necessary for the welfare and management of the business and affairs of the Foundation. Such power is subject to the laws of the State of Florida, the Articles of Incorporation, or any future registered reincorporation of the Foundation and of these Bylaws.

4.2 Qualifications. The qualifications for becoming and remaining a Director of the Foundation are as follows:

- A. Directors must be members of the Foundation.
- B. Directors must have served on the board of directors of the Club.
- C. Directors may not be an officer, board member of any organization receiving support from the Foundation.

4.3 Number of Directors. The Foundation shall have three (3) to six (6) Directors serving at any time.

4.4 Term of Office. Each Director shall serve a term of three (3) years and the terms of the Directors shall be staggered so that approximately two-thirds of the Directors shall continue as a Director and shall hold office until a successor is duly elected and has begun to serve on the Board of Directors. Directors may serve successive terms of office.

4.5 Election. Proposed Directors shall be nominated by the then serving Directors at a duly called meeting. The Board of Directors shall then be elected by a majority vote of the Foundation members present at the annual member meeting.

4.6 Termination. The term of a Director may terminate upon occurrence of any of the following events:

A. A Director may resign in writing to the Board of Directors or the President. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Directors.

B. A Director becomes ineligible to serve on the Board of Directors because he or she is no longer a member of the Club or he or she becomes an officer, board member or member of any organization receiving support from the Foundation.

C. A Director shall be removed from the Board of Directors for failing to attend three (3) consecutive annual and special Board of Director meetings, unless excused from attendance by the President.

D. A Director's continued term may be brought to a vote by the other Directors for a recommendation of removal should that Director's conduct be deemed a detriment to the best interest of the Foundation. Such Director shall have the option to resign immediately or call a special meeting of the Foundation membership to vote on his/her removal from the Board of Directors.

4.7 Vacancy. Any vacancy occurring in the Board of Directors may be filled by majority vote by the then serving Foundation Directors at a duly called meeting. A term of a director elected to fill a vacancy will expire upon completion of that to which he or she is elected.

4.8 Meetings.

A. Annual Meetings. The Directors shall meet at least annually, at such time and place to be selected by the Board of Directors.

B. Special Meetings. Special meetings of the Board of Directors may be called upon five (5) days written notice by the President or by any three (3) Directors.

C. Meetings by Conference Telephone or Computer Link. The Board of Directors may participate in a meeting by means of a conference telephone, computer conference or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

D. Notices.

i. Written or printed notice stating the date, time, day and hour of a meeting must be delivered not less than five (5) days nor more than fifteen (15) days before the date of the Board of Directors meeting, either personally, by first class mail, or by electronic mail, at the direction of the President, the Secretary or such persons or members calling the meeting, to each Director and any non-Director officers expected to attend. Notice by mail shall be deemed to be delivered when deposited in the United States mail to each Director and any non-Director officer.

ii. Notice of a meeting of the Board of Directors need not be given to any Director or non-Director officer who signs a waiver of notice. Attendance of a Director at a meeting who has not received prior notice of the meeting shall constitute a waiver of notice of the meeting.

E. Quorum. A minimum of two-thirds of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Withdrawal of a Director from any Board of Directors meeting shall not cause failure of a duly constituted quorum at that meeting. If less than such a majority is present at a meeting, a majority of the Directors present may transact business which must be approved by a majority vote at the next qualified meeting.

F. Voting. Each Director in good standing shall have the right and be entitled to one vote each matter submitted to a vote of the Board of Directors.

G. Action Without a Meeting. Any action required to be taken at a meeting may be taken without a meeting if consent is received in writing, by proxy or electronically by a majority of the Directors.

ARTICLE V. OFFICERS

5.1 General Provisions. The officers of the Foundation shall consist of a President, Treasurer and a Secretary, and any other officers as the Board of Directors may from time to time

deem necessary. Officers, except for the President, need not be a Director. All officers who are not Directors shall attend the Board of Directors meetings and have floor privileges without vote.

5.2 Election and Term of Office. Officers shall be appointed annually by the Board of Directors.

5.3 Duties of Officers.

A. President. The President shall be the chief executive officer of the Foundation and shall have all general powers and duties which are generally vested in the office of the President.

B. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds received by the Foundation. The Treasurer shall report the fiscal affairs of the Foundation to the Board of Directors, at least monthly, in a form approved by the Board of Directors. In the event of the President's absence or inability to act, the Treasurer shall perform the duties of the President.

C. Secretary. The Secretary shall be the custodian of the corporate records and provide all notices as set forth in these Bylaws. The Secretary shall record the minutes of all meetings of the Board of Directors and the members and shall ensure that all records are properly kept and are available for the Foundation purposes.

5.4 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect at the time specified therein or, if no such time is specified, upon acceptance of the resignation by the Board of Directors.

5.5 Vacancies. A vacancy in any office due to death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.6 Removal. Any officer appointed by the Board of Directors may be removed from office, with or without cause, whenever in the judgment of the Board of Directors the best interest of the Foundation shall be so served.

ARTICLE VI. COMMITTEES

6.1 Creation of Committees. The Board of Directors shall by majority vote designate such committees deemed proper or necessary to fulfill the objects and purposes of the Foundation. The Board of Directors shall select committee members from the members of the Foundation by majority vote. Additionally, the Board of Directors may recruit and appoint a committee member from outside the membership by unanimous vote; members so appointed may not constitute a majority of the committee, nor be associated with an organization receiving funds from the Foundation.

6.2 Funding for Committee Activities. The committees shall meet with the Board of Directors to request funding for their activities. All disbursements of funds to the committees will be approved in advance by the Board of Directors. The Board of Directors will establish and apply account controls to ensure funds are disbursed within the allotted amounts.

6.3 Fundraising Activities. The Foundation may raise funds to support the Purposes through operation of the Civitan Beach House and other special fundraising events.

A. Civitan Beach House Liaison. The Civitan Beach House, property owned by the Foundation located at 18604 Gulf Boulevard, Indian Shores, Florida, shall be managed by a member of the Foundation appointed to serve as Civitan Beach House Liaison.

i. Duties. The Civitan Beach House Liaison shall be charged with managing operation of the Civitan Beach House property and the facility in accordance with the mission of the Foundation. As part of its duties, the Civitan Beach House Liaison shall report directly to the Foundation Board of Directors on all matters pertaining to maintaining said property to its useful purpose and condition and managing use of the facility by the public. Use of the Civitan Beach House shall be available to the public for established rental fees for private use, and to local, non-profit, tax exempt organizations whose missions further that of the Foundation as a charitable donation.

ii. Meetings. The Civitan Beach House Liaison shall attend Civitan Foundation Board Meetings.

iii. Funds. The funds raised from the operations of the Civitan Beach House shall be part of the general fund account of the Foundation. The expenses required to operate the Civitan Beach House shall be paid from the general fund account of the Foundation.

ARTICLE VII. FINANCIAL AFFAIRS

7.1 Audit and Bookkeeping. All books and records of the Foundation, and all funds thereof, shall be managed as may be required from time to time by applicable law. The Board of Directors shall be responsible for the appropriation of all funds of the Foundation in accordance with the Foundation's budget, and shall, through the President or other duly authorized members of the Board of Directors, approve all vouchers before payment by the Treasurer. The Board of

Directors shall receive and approve the budget and the annual audit of the financial transactions of the Foundation.

7.1 Checks and Other Documents. All checks and other documents shall be signed by an authorized Director. The signer of the check shall also initial the voucher.

7.2 Deposits. The Board of Directors shall designate the banks, trust companies or other depositories for deposit of the funds of the Foundation, and approve all investments of funds of the Foundation.

7.3 Bond. The Board of Directors may require any or all Directors, officers, or agents to give bond to the Foundation.

7.4 Fiscal and Tax Year. The fiscal and tax year of the Foundation shall end on December 31st of each year.

7.5 Financial Audit. The financial records of the Foundation shall be kept in accordance with generally accepted accounting standards, and shall be audited annually by a CPA, auditor or three (3) Foundation members no later than ninety (90) days after the Foundation's fiscal year has ended. If the Foundation members are to be selected to audit the budget, none shall be a Director or immediate past Director.

7.6 Nonprofit Operations. No part of the net earnings or assets of the Foundation shall inure to the benefit of, or be distributable to, its members, officers, Directors or other private persons. The Foundation shall not have or issue any shares of stock. No dividends shall be paid and no part of the income of this Foundation shall be distributed to its members, Directors or officers, nor will the Foundation pay compensation to members, officers, or Directors for services rendered. However, the Foundation may reimburse members, officers, Directors or others for expenses incurred in the course of performing their required duties and to make payments and distributions in furtherance of the purposes of the Foundation.

7.7 Loans. No loan shall be made by the Foundation from any of its funds to any person or organization.

7.8 Dissolution. Upon the dissolution of the Foundation, and after payment or provision for the payment of all liabilities of the Foundation, the remaining assets of the Foundation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. GENERAL PROVISIONS

8.1 Waiver of Notice. Whenever any notice is required to be given, a waiver thereof in writing shall be equivalent to the giving of such notice.

8.2 Indemnification. Each Director and officer of the Foundation, now or previously serving, shall be indemnified by the Foundation against any and all claims and liabilities and costs; provided, however, that no person shall be indemnified for his or her willful misconduct.

8.3 Inspection of Books and Records. The Foundation shall keep correct and complete books and the Board of Directors shall keep at the registered or principal office a record giving the names and addresses of the members. Any member, or his agent or attorney may inspect all books and records of the Foundation for any proper purpose at any reasonable time upon written demand stating the purpose of such inspection. Copies of Foundation records shall be available (at a reasonable charge as set by the Board of Directors) to any member of the Foundation.

8.4 Rules of Order. "Roberts Rules of Order," as revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

8.5 Amendments. These Bylaws may be amended, revised, repealed, or rescinded by a two-thirds vote at any meeting of the Board of Directors.

8.6 Interpretation. The interpretation of any provisions of the Bylaws shall be determined by two-thirds vote of the Board of Directors.

8.7 Legal Force and Effect. These Bylaws are intended to comply with the laws of the United States and the State of Florida, however, if any provisions herein shall be stricken as contrary to law, the remaining provisions shall remain in full force and effect.

ADOPTION

On this 23rd day of February, 2021

We, the undersigned, hereby consent to and adopt the foregoing amended Bylaws of the St. Petersburg Civitan Foundation, Inc.

By: /s/ Peter Meydag, President

/s/ Stephen P. Eckelbarger, Director

/s/ Ronald J. Wanek, Treasurer

/s/ MaryAnn R. Fisher, Secretary