

# Bylaws of Snowpity, Inc.

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## I. Name and Location

### A. Official Name

The official name of the Corporation is *Snowpity, Inc.* hereinafter referred to as the *Corporation*.

### B. Location

The principal office will be in the State of Florida. The [Board of Directors](#) shall designate a registered office in accordance with Florida law and maintain it continuously.

## II. Purpose

The Corporation is organized exclusively for one or more of the purposes as specified in [Section 501\(c\)\(3\) of the Internal Revenue Code](#), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the same.

### A. Primary Purpose

Snowpity, Inc., is a 100% volunteer organization that holds events to raise funds to rescue, care for, and improve the lives of equines in need; to bring together artists to practice and hone their craft of pony art; and to educate the world about the beauty that resides within every mare.

### B. Specific Purposes and Objectives

The specific purposes and objectives of this Corporation shall be:

1. to hold at least one annual event in person and/or online where:
  - a. an auction will be held of various donated goods to raise money for approved 501(c)(3) organizations that rescue, care for, and improve the lives of equines in need;
  - b. amateur artists within the pony community will have the opportunity to display their works to the public;
  - c. amateur animators within the pony community will have the opportunity to present their works to the public;
  - d. amateur musicians within the pony community will have the opportunity to perform their works for the public;

- e. other amateur artists and creators (such as plush makers, cosplayers, videographers, video editors, etc.) within the pony community will have the opportunity to present, display, demonstrate, and educate others on their respective art form;
  - f. volunteers may provide educational presentations about the creation of artistic content within the pony community;
  - g. volunteers may provide educational presentations about the show *My Little Pony: Friendship is Magic* in general;
  - h. volunteers may provide educational presentations about equines in general (including anatomy, physiology, husbandry, etc.); and
  - i. volunteers may provide educational presentations about equines in need, both wild and domestic, and what can be done to assist;
2. to hold online fundraisers where:
- volunteer artists from the pony community create digital art that will then be sold or auctioned off to the public and/or
  - merchandise designed by the pony community is sold or auctioned off to the public;

all net proceeds from such fundraisers shall go toward supporting the goals and objectives of this Corporation as stated above.

- 3. to engage in other activities related to educating the public about artistic content in the pony community, the pony community in general, and/or equines in general; and
- 4. to engage in other activities related to rescuing, caring for, and improving the lives of equines in need.

The term *pony community* as used above is defined as fans of the show *My Little Pony: Friendship is Magic* and related media.

### III. Members

Snowpity, Inc., shall not have *Members*. All rights granted to Members under law will be vested in the members of the [Board of Directors](#).

### IV. Board of Directors

#### A. Number

The Corporation will maintain a minimum of three (3) *Directors*. The initial number of Directors shall be five (5). Collectively these Directors are known as the *Board of Directors*.

#### B. Qualifications

Directors shall be natural persons eighteen (18) years of age or older. Directors must be sympathetic to the [mission statement of the Corporation](#) and must be able to name or describe the plot of at least one of their favorite episodes from the television program *My Little Pony: Friendship is Magic*.

### **C. Term of Office**

Each Director shall hold office until the annual meeting, at which time the current Board of Directors may select new Directors or re-elect any existing Directors by a simple majority.

### **D. Election**

New directors may be elected to the Board of Directors provided they meet the [qualifications as listed in these Bylaws](#) and receive at least two-thirds ( $\frac{2}{3}$ ) of the vote of the existing Board of Directors. Newly appointed Directors shall not vote for other new Directors during the same meeting in which they were appointed.

### **E. Chairpony of the Board**

The Board may elect a *Chairpony of the Board* from the current Directors serving.

#### **1. Term of Service**

The Chairpony of the Board shall serve a term of one (1) year which shall expire at the annual meeting.

#### **2. Duties**

- i. If one is elected, the Chairpony will preside at all meetings of the Board of Directors and shall have such other duties as may from time to time be prescribed by the Board.
- ii. The Chairpony, or a designee, may serve as an *ex officio* member of those [standing and special committees](#) established by the Board.

#### **3. Vacancy**

If the Chairpony of the Board resigns or is removed from their office as Director, then an emergency meeting of the Board of Directors may be called to select a new Chairpony of the Board.

### **F. Compensation**

Directors will serve without compensation for their services as Director except that they may receive reasonable reimbursement of expenses incurred in the performance of their duties as Director. Any payments to Directors for services performed in a capacity other than as Director shall be approved in advance in

accordance with this Corporation's Conflict of Interest policies, as set forth in these Bylaws.

## **G. Powers**

Subject to any limitations in the Articles of Incorporation, these Bylaws, and provisions of Florida Law, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## **H. Duties**

It shall be the duty of the Board of Directors to:

1. Perform any and all duties imposed on them collectively or individually by Law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except otherwise as provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and methods as [required by these Bylaws](#).

## **I. General Meeting Attendance Requirement**

Directors are expected to attend all regularly scheduled Board meetings and their attendance is crucial for the effective functioning of the Corporation.

### **1. Monitoring Attendance**

- i. The Secretary shall maintain accurate records of Board member attendance at each general meeting.
- ii. A Board member shall be deemed to have missed a meeting if they are not present [through approved means](#).

### **2. Notification of Non-Attendance**

If a Board member fails to attend three (3) consecutive regular meetings without providing a valid excuse, the Secretary shall notify the non-attending Director, citing the specific missed meetings.

### **3. Meeting with Non-Attending Board Member**

The non-attending Board member shall be given an opportunity to meet with the Board to discuss the reasons for their non-attendance and propose potential solutions.

### **4. Board Vote for Removal**

If the non-attendance issue persists after meeting with the Board member, the removal of the non-attending Board member shall be brought to a vote during a regular or special meeting as [defined within these Bylaws](#).

## **5. Documentation**

The Secretary shall maintain thorough documentation of all actions taken in relation to non-attendance, including notifications, meetings, votes, and communications.

## **J. Vacancies**

*Vacancies* on the Board of Directors exist on the death, resignation, or removal of any Director. Any Director who is leaving the Corporation for any reason must turn over to the Board of Directors within 72 hours any and all records of the Corporation in his possession.

### **1. Removal**

- i. Directors may be removed from office, with or without cause, by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors.
- ii. The notice of the meeting at which such a vote is to be taken shall state the purpose or one of the purposes of the meeting is the removal of a Director or Directors and state the specific Director or Directors sought to be removed.
- iii. In the event that any one or more Directors is removed, new Directors may be elected at the same meeting.
- iv. New Directors elected at the same meeting where one or more Directors are removed shall not be eligible to vote in either the removal or the addition of a new Director during the same meeting. Once a Director has been removed under this section, they immediately lose all voting rights.
- v. Any Director who is removed under this provision is not eligible to stand for reelection until the next annual meeting.

### **2. Resignation**

Any Director may resign effective upon giving written notice to the Chairpony of the Board, the [Head Pony In Charge](#), the [Secretary](#), or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Florida.

### **3. Filling**

If the vacancy does not cause the number of Directors to fall below the minimum of three (3), the vacancy may remain open until such time as the Board of Directors decides to fill it as [prescribed in these Bylaws](#). If the number of Directors falls below the minimum of three (3), then:

- i. The Chairpony of the Board may select a temporary replacement Director.
- ii. During the next meeting of the Board of Directors, the permanent Directors may vote to make the temporary replacement Director position permanent by a simple majority.
- iii. If a majority decision cannot be made and no suitable replacement Director exists, the Corporation must then be dissolved as [prescribed in these Bylaws](#).

#### **K. Quorum**

A *quorum* shall consist of two-thirds ( $\frac{2}{3}$ ) of the members of the Board of Directors then in office. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of Law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion that the Chairpony shall entertain at such meeting is a motion to adjourn.

#### **L. Majority Action as Board Action**

Every act or decision done or made by the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of Law require different voting rules for approval of a matter by the Board.

#### **M. *Ex Officio* Board Members**

All Officers of the Corporation may serve as *ex officio* members of the Board of Directors. The Board of Directors may also appoint others to serve as advisors, managers, or participants in special activities who may also serve as *ex officio* members of the Board of Directors. All *ex officio* members of the Board of Directors shall be nonvoting and do not count towards quorum. *Ex officio* service shall not restrict eligibility for election as a voting Director of the Corporation.

#### **N. Nonliability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### **O. Indemnification of Corporation by Directors and Officers**

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under Florida Law.

**P. Insurance for Corporate Agents**

Except as otherwise provided under provisions of Law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, [Officer](#), employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of Law.

**V. Officers**

**A. Designation of Officers**

The *Officers* of the Corporation shall consist of a Head Pony In Charge, a Secretary, and a Treasurer. The Corporation may also have one or more Background Ponies in Charge, Assistant Secretaries, Assistant Treasurers, and such other Officers with such titles as may be determined from time to time by the Board of Directors.

**B. Qualifications**

Officers shall be natural persons eighteen (18) years of age or older. Officers must be sympathetic to the [mission statement of the Corporation](#) and must be able to list at least one of their favorite episodes from the television program *My Little Pony: Friendship is Magic*. Additionally, the Treasurer must not have a history of accusations of financial fraud and should have a grasp of generally accepted accounting principles (GAAP).

**C. Election and Term of Office**

Officers shall be elected by the Board of Directors by a two-thirds ( $\frac{2}{3}$ ) vote at any time and each Officer may hold office until he resigns, is removed or otherwise disqualified to serve, until his successor is elected and qualified, or until the next annual meeting, whichever occurs first.

**D. Vacancies**

**1. Removal**

Any Officer may be removed, either with or without cause, by the Board of Directors by a two-thirds ( $\frac{2}{3}$ ) vote, at any time.

**2. Resignation**

Any Officer may resign at any time by giving written notice to the Board of Directors or to the Head Pony In Charge or Secretary of the Corporation. Any such resignations shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3. Supersession**

The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

### **4. Filling**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Head Pony In Charge, such vacancy may be filled temporarily by appointment by the Head Pony In Charge until such time as the Board shall fill the vacancy as described in these Bylaws. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## **E. Duties**

### **1. Head Pony In Charge**

The *Head Pony In Charge* shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He shall perform all duties incident to his office and such other duties as may be required by Law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The Head Pony In Charge may preside at all meetings of the Board of Directors in the absence of the Chairpony of the Board. Except as otherwise expressly provided by Law, by the Articles of Incorporation, or by these Bylaws, he shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

### **2. Background Pony in Charge**

In the absence of the Head Pony In Charge, or in the event of his inability or refusal to act, the *Background Pony In Charge*, if named, shall perform



all the duties of the Head Pony In Charge, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Head Pony In Charge. In the event there is more than one Background Pony In Charge, the specific order of succession shall be designated by the Board of Directors. The Background Ponies in Charge shall have other powers and perform such other duties as may be prescribed by Law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **3. Secretary**

The *Secretary* shall have charge of such books, documents, and papers as the Board of Directors may determine; shall keep, or cause to be kept, a true and complete record of all meetings of the Corporation; shall give, or cause to be given, notice of all meetings of the Corporation; shall keep, or cause to be kept, a record containing the names of all persons who are Directors of the Corporation and the names of persons entitled to participate in Corporate affairs. Such books shall be open for inspection as provided by Law. The Secretary shall, in general, perform all the duties incident to the Office of Secretary subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

### **4. Treasurer**

The *Treasurer* shall:

- Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his agent or attorney, on request therefore.
- Render to the Head Pony In Charge and Directors, whenever requested, an account of any or all of his transactions as Treasurer and of the financial conditions of the Corporation.

- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the Office of Treasurer and such other duties as may be required by Law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

## **5. Assistants**

Upon the request of the Secretary or Treasurer, the Head Pony In Charge may, subject to the approval of the Board of Directors, appoint an *Assistant* to perform those duties assigned by the Secretary or Treasurer. In the temporary absence or disability of the Secretary or Treasurer, after providing notice to the Board of Directors, the Assistant is authorized to execute the duties of the Secretary or Treasurer as appropriate. The Assistants shall have other powers and perform other such duties as may be prescribed by the Board of Directors. Any Assistant may be removed with or without cause at any time by their supervising Officer, the Head Pony In Charge, or the Board of Directors.

## **6. Honorary Titles**

The Board of Directors may from time to time award certain friends of the Corporation with *honorary titles* as it may deem prudent to advance its missions and goals. Such honorary titles shall not carry any obligations, powers, or duties within this Corporation.

## **F. Compensation**

Officers shall serve without compensation for their services as Officer except that they may receive reasonable reimbursement of expenses incurred in the performance of their duties as Officer. Any payments to Officers for services performed in a capacity other than as Officer shall be approved in advance in accordance with this Corporation's Conflict of Interest policies, as set forth in these Bylaws.

## **G. Records**

Officers shall keep in an orderly way all documents and records relating to their responsibilities and duties and shall deliver them to their successor at the expiration of their term of office.

# **VI. Committees**

## **A. Types**

The Corporation may have two types of committees: *Standing Committees* that address ongoing needs of the Corporation and *Special Committees* that address tasks, issues, or needs of a shorter term or finite duration. Each committee shall prepare and maintain a written plan of work that has been approved by the Board of Directors. No committee is authorized to make binding decisions for the Corporation that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each committee.

## **B. Establishment**

Committees or subcommittees may be established by the Board of Directors as deemed necessary for the efficient operation of the Corporation. Each Committee thus created shall advise the Board of Directors on matters related to achieving the stated missions and goals of the Corporation. The Board of Directors shall establish such committees by appointing a single individual to serve as the head of the committee or subcommittee.

## **C. Membership**

The head of the committee shall provide a list of people they trust to serve on the Committee to the Board of Directors. The Board of Directors may then approve or modify that list as needed. Standing Committees must be headed by a current member of the Board of Directors. The majority of the persons on each committee must be Directors. All members of each committee serve at the pleasure of the Board of Directors.

## **D. Term of Service**

Committee members shall serve until they resign or are removed or are otherwise disqualified to serve, or until their successor shall be appointed, whichever occurs first.

## **E. Rules**

Committees may adopt their own procedural rules so long as they are not inconsistent with these Bylaws and procedures of the Board of Directors.

# **VII. Meetings**

## **A. Annual Meeting**

An *Annual Meeting* of the Board of Directors shall be held each year for the purpose of electing Directors and Officers and transacting such other business as

may be required. This will normally be during the month of November, but shall be no more than fourteen (14) months following the previous Annual Meeting.

**B. Regular Meetings**

*Regular Meetings* of the Board of Directors shall be implemented in a cadence as decided by the Board in order to transact normal business.

**C. Special Meetings**

*Special meetings* of the Board of Directors may be called by the Chairpony of the Board, the Head Pony In Charge, the Background Pony In Charge, the Secretary, the Treasurer, by any Director, or, if different, by any person specifically authorized under Florida Law to call special meetings. Such meetings shall be held by the method designated by the person or persons calling the special meeting, including electronically.

**D. Notice of Meetings**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of Law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

**1. Annual Meeting**

No notice need be given of any annual meeting held on the date, place, and time specified in these Bylaws.

**2. Regular Meetings**

No notice need be given of any regular meeting held in the manner as determined by the Board of Directors. In the event a new series of regular meetings is established, then Directors shall receive seven (7) days' prior notice specifying the date, place/means, and time of such meeting. In the event the date of a regular meeting must be changed, a majority of the Board of Directors must agree in writing and such agreement shall constitute notice of the new meeting date.

**3. Special Meetings**

Two (2) days prior notice of any special meeting of the Board shall be given to each Director. Such notice shall state the place/means, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

**4. Notice**

Any notice required hereunder shall be given in by electronic transmission. Such notice shall be delivered to each Director via the means and address provided by the Director to the Corporation specifically for the purpose of valid notice hereunder.

## **5. Waiver**

Whenever any notice of a meeting is required to be given to any Director of this Corporation, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. A Director who is present at any meeting and who shall not have protested prior to the meeting, or at its commencement, to the lack of notice, shall be deemed to have waived notice of such meeting.

## **E. Location**

The location of all meetings shall be subject to approval by the Board of Directors.

## **F. Virtual Meeting Attendance**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of Law, any one or more members of the Board of any committee thereof may participate in any meeting, annual or special, of the Board or such committee by means of telephone, Voice over IP (VoIP), or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **G. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairpony of the Board or, if no such person has been so designated, or in his absence, the Head Pony In Charge of the Corporation, or in his absence, by the Background Pony In Charge of the Corporation, or in the absence of each of these persons, by a Chairpony chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his absence, the presiding officer shall appoint another person to act as secretary of the meeting.

## **H. Voting**

Each duly elected Director shall have one vote. Proxy voting shall not be permitted.

## **I. Transparency**

### **1. Public Attendance**

One or more members of the public may request to attend a meeting of the Board of Directors. In such case, they will be allowed to attend electronically but will not be allowed to speak. Public attendees of these meetings shall not have access to any audio recordings made. Consent shall not be granted to any public attendee to record the meeting and any such recording may be a violation of Chapter 934 of the Florida Statutes.

### **2. Minutes and Written Records**

All minutes and other records of meetings shall be made available to the public unless objection is made by two-thirds ( $\frac{2}{3}$ ) of the Directors and/or Officers present.

## **J. Informal Action**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of Law, any action required or permitted to be taken at a meeting of the Board of Directors or a meeting of a committee may be taken without a meeting if:

1. each of the Directors, or each of the members of the committee, as the case may be, consents in writing to the action;
2. the consent sets forth the action to be taken; and
3. the consent is filed in the minutes of the proceedings of the Board or of the committee.

The consents may consist of one or more writings and such written consents shall have the same effect as a unanimous meeting vote.

## **VIII. Parliamentary Authority**

For all meetings, the rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

## **IX. Financial Operations**

### **A. Fiscal Year**

The Corporation's financial year shall commence on January 1 in each calendar year.

### **B. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power of authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any manner.

### **C. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by Law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Head Pony In Charge of the Corporation.

### **D. 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.

### **E. Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for either the general or specific nonprofit purposes of this Corporation.

### **F. Records and Reports**

Finances of the Corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and the public.

### **G. Audits**

The financial statements of this Corporation may be audited periodically as determined by the Board of Directors. Such audit shall be made by a competent, certified public accountant of recognized standing who is not an Officer of the Corporation. Upon written request, audit reports shall be made available to the general public and to any appropriate judicial authority.

## **X. Corporate Records, Reports, and Seal**

### **A. Maintenance of Corporate Records**

The Corporation shall maintain electronically:

1. Minutes of all meetings of Directors and committees of the Board, indicating the time and place/means of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date;
4. Such other records and documents as may be required by Law or these Bylaws.

#### **B. Corporate Seal**

The Board of Directors may adopt, use, and at will alter, a Corporate Seal. Such Seal shall be kept at the principal office of the Corporation. Failure to affix the Seal to Corporate instruments, however, shall not affect the validity of any such instrument.

#### **C. Director's Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of Law.

#### **D. Periodic Reports**

The Board shall cause any annual or periodic report required under Law to be prepared and delivered to an office of the State of Florida or any other entity, to be so prepared and delivered within the time limits set by Law.

### **XI. Conflicts of Interest**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the interested person shall

- A. fully disclose the nature of the interest, and
- B. 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 determine that it is in the best interest of the



Corporation to do so and the transaction was fair and reasonable as to the Corporation at the time the Corporation enters the transaction. The minutes of meeting at which such votes are taken shall record such disclosure, abstention, and rationale for approval. The Corporation shall comply with all other State and Federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **C. Annual Statements**

Each Director, principal Officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the Corporation's conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands the Corporation is charitable and in order to maintain its Federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

### **D. Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **XII. Tax Exemption Provisions**

### **A. Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by [Section 501\(h\) of the Internal Revenue Code](#)), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

1. by a corporation exempt from Federal income tax under [Section 501\(c\)\(3\) of the Internal Revenue Code](#) or
2. by a corporation, contributions to which are deductible under [Section 170\(c\)\(2\) of the Internal Revenue Code](#).

**B. Prohibition Against Public Inurement**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### **XIII. Dissolution of the Corporation**

**A. Dissolution Rule**

The Board of Directors may at any time call a special meeting for the sole purpose to voluntarily dissolve this Corporation. Upon unanimous approval of all Directors all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors.

**B. Optional Rule**

In the event there is no Board of Directors, or the Board of Directors refuse or fail in a reasonable period to dissolve the Corporation, upon application by any Officer, the Ninth Judicial Circuit Court of Florida shall dissolve the Corporation in a manner consistent with the rules herein and in accordance with [Section 501\(c\)\(3\) of the Internal Revenue Code](#).

**C. Distribution of Assets**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed for one or more exempt purposes within the meaning of [Section 501\(c\)\(3\) of the Internal Revenue Code](#) or shall be distributed to the Federal government, or to a State or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of Florida Law. When determining the recipient organization, preference must be given to organizations that most closely match this Corporation's stated purpose and mission.

### **XIV. Amendment of Bylaws**

Except as may otherwise be specified under provisions of Law or these Bylaws, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by two-thirds ( $\frac{2}{3}$ ) approval of the Board of Directors.

## **XV. Construction and Terms**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with the Florida Division of Corporations and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the *Internal Revenue Code* shall be to such sections of the *Internal Revenue Code of 1986* as amended from time to time, or to corresponding provisions of any future Federal tax code.

## **XVI. Certification**

This certifies that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title, and that these Bylaws were duly adopted by the Board of Directors of the Corporation on 2022-08-29.