

**BY-LAWS
OF
FRIENDS OF DEERFIELD ISLAND PARK**

A FLORIDA CORPORATION
NOT FOR PROFIT

Article I IDENTIFICATION

- Section 1 These By-Laws constitute the rules adopted by Friends of Deerfield Island Park, Inc. (the “Corporation”) for the regulation and management of its affairs.
- Section 2 The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.
- Section 3 Place of Business. The Corporation shall maintain its headquarters and principal place of business in Deerfield Beach, Broward County, Florida.
- Section 4 Fiscal Year. The fiscal year of the Corporation shall run from January 1 through December 31 and may be changed from time to time by appropriate resolution of the Board of Trustees.
- Section 5 The members of the Board of Directors shall be referred to as Trustees but the term Trustee and Director shall be interchangeable and the term “Trustee” shall be defined as a Director as set forth in the Articles of Incorporation and as referenced and defined in Chapter 617, Florida Statutes.

Article II MEMBERSHIP

- Section 1 Membership. Any individual, family, group, club, business or entity who supports the purpose of this Corporation and who pays membership dues shall be admitted as a Member. The Members shall be non-voting Members.
- Section 2 Membership shall be for a one (1) year period and shall be subject to any rules and regulations as may be promulgated and revised from time to time by the Board of Trustees.
- Section 3 Dues shall be annual and shall be set and/or revised from time to time by the Board of Trustees.
- Section 4 Termination of Membership. Membership shall be terminated for non payment of dues and for violation of such rules and regulations as may be promulgated by the Board of Trustees under Article II Section 2 above.
- Section 5 Volunteers. The Corporation acknowledges that it has no supervisory powers over individuals who choose to volunteer their time at Deerfield Island Park, regardless of whether their efforts benefit Broward County interests or that of the Corporation. Further, the Corporation shall make no rule requiring volunteers to be members of the Corporation.

Article III THE BOARD OF TRUSTEES

Section 1 Duties and Requirements of the Board of Trustees.

- A The policies of the Corporation shall be established by the Board of Trustees
- B The Chairperson of the Board shall appoint a chairperson for the Nominating Committee and the Fundraising Committee as set forth in Section 5. The Treasurer shall chair the Finance Committee. In addition, the Chairperson may appoint an Assistant Treasurer and/or an Assistant Secretary and such positions may be paid positions to assist the Treasurer and Secretary, respectively.
- C Trustees may serve as Officers of the Corporation. Unless and until the Corporation deems it appropriate and financially feasible to employ full time professionals to operate the Corporation, the Trustees of the Corporation shall serve as Officers of the Corporation. The Chairperson shall be the President. There shall be a Vice-Chairperson who shall serve as Vice-President.
- D The Chairperson of the Board shall preside at all meetings of the members of the Board of Trustees. At all meetings in which the Chairperson of the Board is absent or unable to serve, the Vice Chairperson shall preside.

Section 2 Qualifications, Number and Tenure.

- A Qualifications. Any adult person who is a dues paying member of the Corporation shall be eligible as a candidate for membership in the Board of Trustees and shall become a member upon approval from the Board. Employees of the Corporation, employees of the Deerfield Island Park and spouses or domestic partners of Trustees shall not be eligible to become Trustees.
- B Number and Tenure.
 - (1) Number. The Board may consist of fifteen (15) Trustees but shall have no less than seven (7) Trustees. All members to the Board of Trustees shall be voting members.
 - (2) Tenure. Each Trustee shall be elected as set forth in Section 4 and shall serve an initial term of one (1) year. All Trustees shall serve terms beginning with the first meeting of the Board of the fiscal years, and shall serve until their terms expire at which time they may be re-elected to a term of three (3) years. A Trustee may be re-elected for a second three-year term. At the end of two consecutive three-year terms a Trustee may not be re-elected to the Board for one (1) year (a “Sabbatical”). The last sentence of this Section 2.B. (2) notwithstanding, should the Board have a vacancy or vacancies unable to be filled by new Board members, former Board members who have not completed their Sabbatical may be elected to the Board as if the

Sabbatical for a Trustee had been completed and such re-elected Trustee would be eligible for a total term of four (4) years and thereafter would be required to take a Sabbatical without this exception. Additionally, there shall also be an exception as set forth in Article IV Section 2 below.

- C Honorary. Any individual who has supported the Corporation in an especially significant capacity shall be eligible for Honorary Board Member status for a one (1) year term, if nominated and elected by the Board of Trustees. An Honorary Board Member shall be entitled to attend Board meetings, but shall not have the right to vote. The immediate past Board Chairpersons shall automatically be an Honorary non-voting member of the Board for the year immediately following their services as Chairperson.

Section 3 Compensation, Reimbursement of Expenses. Trustees shall serve without compensation but may be reimbursed for any expenses incurred and authorized by the President as reasonable and necessary for the purposes of the Corporation. Nothing herein contained shall be construed, however, to preclude any Trustee from serving the Corporation in any other capacity and receiving reasonable compensation therefore as fixed by resolution of the Board of Trustees.

Section 4 Election.

- A After the beginning of each year but no later than the June meeting, the Board shall select a Nominating Committee Chairperson with the duty of selecting a committee to screen and nominate eligible persons to serve as Trustees and Officers of the Corporation. The Nominating Committee shall consist of no less than three (3) and no more than five (5) Board members: a Chairperson of the Nominating Committee with the balance of the members appointed by the Chairperson of the Nominating Committee.
- B In each year, on or before the October Board meeting, the Nominating Committee shall cause to be published, and distributed to each member of the Board, a ballot containing the names of the members who have been selected by the Nominating Committee to serve as Trustees together with a “resume” of the nominee. The ballot shall also contain a roster of officers as recommended by the Chairperson of the Committee to be approved by the full Board. Written nominations must be accepted from any two (2) Board members for consideration by the Nominating Committee no later than September 30th, or as soon thereafter as circumstances allow, and such nominations shall be placed on the ballot. Actual election of Trustees and Officers shall be held at the November meeting.
- C Additional nominees, if any, may be made from the floor by any Board member and if the nominee agrees to serve and if that individual is approved by a majority of the Board, the person shall be considered nominated and added to the slate for the scheduled election. There shall be no limit on the number of nominees that can be placed on the ballot.
- D Newly elected Trustees may attend the December meeting after their election

but attendance shall be as guests of the Board, they shall have no standing to vote or otherwise participate in the meeting except to the extent the Chair of the meeting allows participation. Newly elected Trustees shall start their term on the January subsequent to the election.

Section 5 Place, Call and Adjournment of the Regular Trustees Meetings. Regular meetings of the Board of Trustees shall be held in Broward County, Florida. Such meetings of the Board of Trustees may be called by the Chairperson or the Vice-Chairperson or by half of the members of the Board of Trustees. The Chairperson or Vice Chairperson shall preside at all Trustees' meetings. The Board may meet monthly but not less than six (6) times a year.

Section 6 Special Meetings - Emergencies.

- A. Special Meetings. Special meetings of the Board of Trustees may be held upon written notice to the Trustees by mail, email or fax sent at least five (5) days prior to the day of such meeting. Notice of any meeting of the Board of Trustees may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time of such meeting. Attendance of a Trustee at such meeting shall constitute a waiver of notice thereof. The purpose or purposes of such meeting of the Board of Trustees shall be specified in the notice, or waiver of notice of such meeting. Special meetings may be called by the Chairperson, Vice Chairperson, or by one-fourth ($\frac{1}{4}$) of the voting members of the Board.
- B. Emergencies. In an emergency the Chairperson or the Vice- Chairperson, in the absence of the Chairperson, may “poll” the Board of Trustees by telephone or other means of communication to obtain the Board’s consensus relating to a proposed action for which there is inadequate time or inability to call or have a Special Meeting with or without notice. The Chair shall make a record of the results of such a poll and shall at the next meeting of the Board have a motion presented for ratification of the action in order for said action to become the act of the Board.

Section 7 Requirements of Trustees. Each Board Member shall be required to:

- A Attend and participate in Board meetings and at special events sponsored by the Corporation.
- B Serve on at least one Board Committee and accept special assignments as the Board Chairperson may reasonably request.
- C Support the Corporation’s operations on an annual basis as a member and each trustee shall be responsible to make a meaningful cash contribution (the “Gift”) to the organization either personally or from others. The amount of the Gift may be determined by policies set from time to time by affirmative vote of two-thirds ($\frac{2}{3}$) of the Board.

Section 8 Removal of Trustees. At any regular or special meeting of the Board, any Trustee may be removed by the vote of two-thirds ($\frac{2}{3}$) of the Trustees present

provided, however, that the members of the Board of Trustees shall have at least thirty (30) days prior written notice of any meeting at which a motion for the removal of a Trustee is set for a vote.

Article IV OFFICERS

Section 1 Officers. The Officers of the Corporation shall be a President and a Vice-President (See II Section C above), a Secretary and a Treasurer and such other Officers as the Board shall approve.

Section 2 Election. The Nominating Committee appointed to nominate the persons for the Board of Trustees shall also nominate persons who are Trustees for the Officers positions. Officers shall be elected in the same fashion that is provided for the election of Trustees in Article III., Section 4 of these By-Laws, except that nominations to fill the position of Officers of the Corporation may also be made from the floor at the Board meeting. Officers will be elected for a one-(1) year term with the exception of the Chairperson who shall be elected for a two (2) year term. The Chairperson may be re-nominated for one (1) additional year term by the Nominating Committee. The nomination shall go to the full Board for approval. Should the person nominated to be Chairperson have only one year remaining as a Trustee based on Section 2 B.(2) above, the permissible term shall be extended for the one (1) additional year to allow for the completion of a two year term of office as set forth above in this Section 2.

Section 3 Duties of Officers.

A The President shall be the chief executive officer of the Corporation and shall serve as an ex officio member of all committees. In case of death of the President, or his or her inability to act, the Vice-President of the Board shall be acting President until a new President is appointed by the Board.

B The Secretary or designee shall perform such duties as may be prescribed by the Board of Trustees and affix the seal of the Corporation to such instruments and documents as may be required. The Secretary or designee shall review and approve all committees and shall prepare review minutes of meetings of the Board of Trustees before distribution thereof.

C The Treasurer or designee shall supervise the collection, receipt and custody of the funds of the Corporation subject to direction of the Board and shall chair the Finance Committee. The Treasurer or designee shall see that all bills and appropriations are paid as directed by the Board. The Treasurer or designee shall render at each Annual Meeting, and to the Board at their regular meetings, a report on the financial condition of the Corporation. The Treasurer shall present the annual budget to the Board on or before the November meeting.

(1) In addition, the Treasurer or designee shall supervise the keeping of the books and financial records of the Corporation. The year end financial statements and tax returns shall be prepared by a certified

public accountant and presented to the Board by the Treasurer within sixty (60) days after the end of the Corporation's fiscal year. The Treasurer, together with the Secretary, shall supervise the preparation and mailing of the annual financial report to the members of the Corporation, which report shall be sent to the membership within ninety (90) days after the end of the Corporation's fiscal year. Upon authorization of the Board, the Treasurer shall cause the Corporation to be audited by an independent certified public accountant and such audit to be certified to the Board. The Chairperson of the Board, the Vice-Chairperson and the Treasurer, and any other persons authorized by the Board may sign checks on the account or accounts of the Corporation, provided that two signatures shall be required for all checks, one of whom shall be the Chairperson or Treasurer of the Corporation. Such authorization shall be in accordance with the resolutions and policy that shall be adopted by the Board of Trustees. The foregoing notwithstanding, the Board may annually create a written policy by formal resolution that checks in nominal amounts may be signed by one of the aforesaid authorized Board members. Such resolution must state the maximum amount of a check that requires a single signature. The resolution must be passed by a vote of two-thirds ($\frac{2}{3}$) of the Trustees present at the meeting at which such motion is considered. Should no such resolution be passed in any given year, then two signatures shall be required for all checks as stated above.

Section 4 Reimbursement of Expenses. Any Officer shall be entitled to be reimbursed for any expenses incurred which are authorized by the President as reasonable and necessary for the purposes of the Corporation.

Section 5 Removal. Any Officer elected or appointed by the Board of Trustees or the President may be removed by a majority of the entire Board whenever in its judgment the best interests of the Corporation will be served thereby. Removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer shall not of itself create contract rights.

Article V RESIGNATION AND VACANCIES

Section 1 Resignation. Any Trustee or Officer of the Corporation may resign at any time by giving written notice to the Board of Trustees or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2 Vacancies. Whenever any vacancies shall occur on the Board of Trustees or of any elected office to the Corporation, the same may be filled by the affirmative majority vote of the remaining Trustees, and the Trustee or Officer so elected shall hold office for the remainder of the fiscal year of its

predecessor. In the case of a Trustee, the newly elected Trustee would then be eligible for election to a one-(1) year term and thereafter electable under the normal eligibility cycle.

Article VI Committees And Organizations.

Section 1 Committees There shall be three standing committees, the Nominating Committee, the Finance Committee and the Fundraising Committee. In addition, the Chairperson of the Board may establish such committees as she or he deems appropriate (“Optional Committee(s)”).

A The Finance Committee shall be chaired by the Treasurer and shall consist only of Trustees and Members of the Corporation. The Finance Committee shall prepare and present the annual budget to the Board of Trustees on or before the November meeting.

Section 2 Organizations of Committees. Such Optional Committees as may be established by the Chairperson shall have a one (1) year existence and once established shall continue for twelve (12) months and can only be terminated sooner by the unanimous vote of the members of the Optional Committee. Each Optional Committee shall have a Board member as the chairperson and at least one Organization Member. Every committee shall take written minutes as well as record attendance of each meeting. Any Optional Committee planning a fund raising activity shall submit their plans to the Chairperson of the Fund-raising Committee for approval.

Article VII EMPLOYEES

Section 1 Employees. Paid employees may be employed by and at the discretion of the Board of Trustees. The President shall maintain the Corporation office, employ or dismiss personnel, be responsible for the safety/care of the Corporation files, records/official documents, and perform such other duties as may be assigned or delegated by the Board.

Article VIII INDEMNIFICATION

Section 1 Indemnification. The Corporation shall indemnify any person, including but not limited to members of the Board of Trustees, made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for an act or acts alleged to have been committed, including alleged omissions or failures to act by such person, except as constitute gross negligence or willful misconduct, in his capacity as a Trustee, Officer, Employee or Agent of the Corporation against judgments, fines, reasonable amounts paid in settlements, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a

result of such action, suit or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding, upon a preliminary determination of the correctness of such person's conduct as required by law and upon receipt of an undertaking satisfactory to the Board of Trustees by or on behalf of each person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expenses.

Article IX INSURANCE

Section 1 Insurance. The Board of Trustees may authorize the purchase of comprehensive liability insurance insuring the Corporation and its Trustees and Officers against liability for personal injury and property damage. The amount of insurance shall be determined by the Board of Trustees.

Article X CORPORATE ACTION, QUORUM & CONSENTS.

Section 1 At all meetings of the Board of Trustees a quorum shall consist of no less than one-half (½) of the Board of Trustees. The act of a majority of the Trustees present at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Trustees, is filed in the Minutes of the proceedings of the Board.

Section 2 A majority of the Trustees at a meeting may adjourn any meeting to another time and place. Notice of any adjournments of a meeting to another time or place shall be given in the manner described above, to the Trustees who were not present at the time of adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

Section 3 Budgets. The Board of Trustees shall approve a budget no later than at the December meeting. Non budgeted expenditures must be approved by a resolution passed by a two-thirds (⅔) vote of the Trustees present, provided, however, that the members of the Board of Trustees shall have at least ten (10) days prior written notice of any meeting set for the non-budgeted expenditure or there must be a written waiver of the notice of such meeting by two-thirds (⅔) of the Trustees.

Section 4 The Board shall take no action that could or would likely cause the Corporation to lose its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or its status as a Not For Profit corporation under Chapter Section 617, Florida Statutes.

Article XI AMENDMENTS OF ARTICLES AND BY-LAWS

Section 1 Notice Of Intention To Amend By-laws A notice of intention to amend these By-Laws shall be submitted to the Chairperson or may be made by the Chairperson. The Chairperson may appoint a By-Laws Committee to review

proposed amendments and present their report to the Board of Trustees or the action can be considered by a committee of the whole. The By-Laws may be amended at any meeting of the Board of Trustees by a resolution passed by a two-thirds ($\frac{2}{3}$) vote of the Trustees present, provided, however, that the members of the Board of Trustees shall have at least thirty (30) days written notice prior to any meeting set for the amending of the By-Laws.

Section 2 Articles Of Incorporation. The Articles of Incorporation of the Corporation may be amended at any meeting of the Board of Trustees by resolution passed by a vote three fourths ($\frac{3}{4}$) of the Trustees present provided, however, that the members of the Board of Trustees shall have at least thirty (30) days written notice prior to any meeting set for the amending of the Articles.

Article XII PARLIAMENTARY AUTHORITY

Section 1 The Board shall adopt such Rules of Order as shall provide the Parliamentary Authority for the transaction of business unless otherwise covered by the By-Laws. Any edition of Robert's Rules of Order or any other recognized parliamentary authority shall be valid for the conduct of meetings. The Board shall make such adoption at the first meeting of each new year. In default of formally adopting a specific parliamentary authority, the Corporation's parliamentary authority shall be the then current edition of Robert's Rules of Order. Whatever authority is adopted or existing by default, the same shall not be changed until the first meeting of the following year.

Article XIII DISSOLUTION

Section 1 Distribution Of Assets Upon Dissolution. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501c(3) and 170c(2) of the Code, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

Article XIV EFFECTIVE DATE

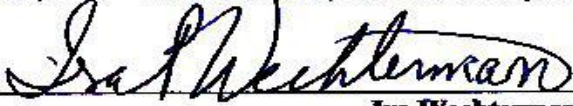
Section 1 With the adoption of these By-Laws those Officers and Trustees currently serving un-expired terms shall continue to serve through said terms at which time elections shall be held pursuant to the acceptance of these By-Laws.

These By-laws shall be effective as of April 21, 2015.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to and hereby do adopt the foregoing bylaws, consisting of nine (9) preceding pages, as the bylaws of this corporation.

Dated: April 21, 2015 – Deerfield Beach, Broward County, Florida 33441




Ira Wechterman, President



David P. Locke, Vice President



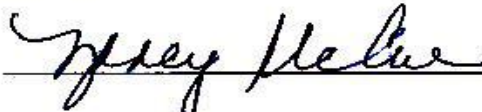
Ken Murphy, Treasurer



Mary Ellen Palenchar, Secretary



Lynn Allen, Director



Nancy McCue, Director

