Amended and Restated Bylaws of U.S. Green Building Council Florida Chapter, Inc.

ARTICLE I
General

Section 1. Name

The name of the Corporation is the U.S. Green Building Council Florida Chapter, Inc., a Florida not for profit corporation (the “Corporation”).

Section 2. Offices

The principal office of the Corporation is located at Florida Atlantic University, College of Engineering and Computer Science, 777 Glades Road, Room EE 329, Boca Raton, FL 33431-0991, which principal office may be changed from time to time by resolution of the Board of Directors of the Corporation (the “Board”).

Section 3. Affiliation

The Corporation is a chapter of U.S. Green Building Council, Inc. (“USGBC”), incorporated in the District of Columbia to address the impact of the built environment on our natural resources, economy, health and productivity.

Section 4. Governance

The Corporation shall be governed and operated in accordance with the laws of the State of Florida; these Bylaws; and the rules and instructions issued through the Board, provided such rules and instructions are not in conflict with these Bylaws or the laws governing the Corporation. In the event there is a conflict between any of the governing documents, the documents govern in order of priority as listed above. The Board shall consist of individual Directors as defined in Article VI of these Bylaws.

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Section 5. Regions

The Corporation shall be divided into seven regions (each a “Region” or collectively the “Regions”): Central Florida Region, Florida Capital Region, Florida Gulf Coast Region, Heart of Florida Region, Northeast Florida Region, Northern Gulf Coast Region, and South Florida Region.

ARTICLE II
Purpose

Section 1. Organization Statement

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.

Section 2. Goals

Specifically, the Corporation is organized to:

(a) Advance in the State of Florida the purposes and objectives of the U.S. Green Building Council, Inc., incorporated in the District of Columbia (“USGBC”);
(b) Provide educational programs and events that promote the purposes and objectives of the USGBC and the Corporation;
(c) Raise awareness of the environmental, economic and health impacts of green buildings;
(d) Inspire consumers, designers, builders and regulators to understand, appreciate, practice and support green building through educational programs, case studies and materials;
(e) Educate the public, local governments and design and construction professionals regarding green design, green materials and the environmental and economic benefits of green building;
(f) Encourage, sponsor and support individuals and organizations that provide education about green building;
(g) Partner with other local building-related and environmental organizations; and
(h) Promote membership in the USGBC and the Corporation.

Section 3. Financial Statement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

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otherwise attempting to influence legislation; and the 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 provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed as outlined within Article VIII, Section 1 of these Bylaws.

Section 4. Fiscal Period
The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE III
Membership

Section 1. Non-discrimination Policy
Membership in the Corporation will be open to all qualified persons without regard to any classification other than those described in these Bylaws. More specifically, membership in the Corporation shall be open to all individuals without regard to race, color, ethnicity, national origin, religion, gender, sexual orientation, disability or age. All activities of the Corporation shall be conducted in accordance with the principles of nondiscrimination and mutual respect. Further, the Corporation will not condone or endorse any conduct that is not in accord with these principles.

Section 2. Membership Categories
The categories of Members are:

(a) Chapter Member - An individual who is current in payment of dues as set by the Board and who is in good standing with the Corporation.
(b) USGBC National Company Employee Member - An individual who is employed by a USGBC Member Company or Organization and who is current in payment of dues as set by the Board and who is in good standing with the Corporation.
(c) Teacher/Public Sector Member - An individual who is employed by a school district, municipality or nonprofit organization and who is current in payment of dues as set by the Board and who is in good standing with the Corporation.
(d) Emerging Professional/Student Member - An individual who is 30 years old or younger, or a current full-time student enrolled in an accredited degree program, who is current in payment of dues as set by the Board and who is in good standing with the Corporation.

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Section 3. Membership Generalities

Each Member must align him/herself with one of the Regions described in Article I, Section 5.

By virtue of being a Member of the Corporation, each Member consents to receiving notices via electronic transmission.

Section 4. Membership Termination

Resignation or termination of membership will not relieve a Member of responsibility for any financial obligations, including dues and other amounts due, accrued up to the effective date of membership termination. Membership in the Corporation may be terminated when:

(a) A Member terminates his or her membership by giving notice to the Corporation. In the event of such termination, dues already paid for the current year will not be refunded.
(b) Dues or other financial obligations to the Corporation have not been paid by the due date.
(c) A Member is expelled for actions that the Board determines are prejudicial to the welfare, interest or character of the Corporation, including willful violation of these Bylaws.

Section 5. Voting and Eligibility

Each Member in good standing shall be eligible to vote in the annual election for positions on the Board. Each Member is entitled to one vote during said election. Election outcomes shall be determined by a majority of those Members voting. Elections will be conducted through electronic means, including, but not limited to, Internet-based voting. Proxy voting will be permitted when properly executed by the Member and filed in accordance with guidelines governing proxy voting as adopted from time to time by the Board.

Any Member in good standing is eligible to serve on the Board. The Corporation shall strive to achieve diversity amongst its Board members in both professional and socio-economic terms.

Section 6. Dues

Annual dues shall be determined by the Board and be paid in accordance with Corporation policy. Such dues shall be in addition to dues paid to the USGBC by Member companies and organizations. Any Member who shall fail to pay his or her annual dues by the due date shall cease to be a Member of the Corporation.

Section 7. Refunds

No dues will be refunded.
ARTICLE IV
Meetings

Section 1. Annual Meeting of Members

The Annual Meeting of the Members shall be held in the month of October each year on the date and at such hour as specified in a notice of meeting approved by the Board and disseminated electronically to the Members. In order to encourage participation of the Members, the Annual Meeting of the Members may be held by electronic means, including, but not limited to, telephone conference, in a manner to be established by the Board.

Section 2. Special Meetings

Special meetings of the Members, for any purpose or purposes, may be called by the Board by not less than one-third of all the Members of the Board entitled to vote at the meeting, or by the President of the Corporation. In order to encourage participation of the Members, special meetings of the Members may be held by electronic means, including, but not limited to, telephone conference, in a manner to be established by the Board.

Section 3. Place of Meeting

The Board of Directors may designate any place within the State of Florida, unless otherwise prescribed by statute, as the place of meeting for any Annual Meeting of Members or for any special meeting of Members called by the Board. If no designation is made by the Board, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation.

Section 4. Notice of Meeting

Written or oral notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Member of record and in good standing not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally, by electronic transmission or by first-class mail, by or at the direction of the President, the Secretary or the person or persons calling the meeting. As indicated hereinabove, by virtue of being a Member of the Corporation, each Member consents to receiving notices via electronic transmission.

Section 5. Fixing of Record Date

The Board may fix a date not more than sixty (60) and not less than ten (10) days prior to the date set for any meeting of the Members as the record date as of when the Members of record entitled to notice of and to vote at such meeting and any adjournment thereof shall be determined.

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Section 6. Quorum

A majority of the Members of the Corporation entitled to vote, represented in person or by proxy at a properly noticed meeting, shall constitute a quorum at a meeting of the Members. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. If, however, after the adjournment, the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given in compliance with Section 4 of this Article IV to each Member of record on the new record date entitled to vote at such meeting. After a quorum has been established at a meeting of the Members, the subsequent withdrawal of Members, so as to reduce the number entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 7. Proxies

Every Member entitled to vote at a meeting of the Members or to express consent or dissent without a meeting, or his/her duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy. The proxy must be executed in writing by the Member or his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting.

Section 8. Voting

Members shall only be entitled to vote upon the election of certain Directors as further described in Article VI below. The vote of a majority of the Members present at a meeting constitutes a passing vote.

ARTICLE V
Regions

Section 1. Region Structure
The Corporation shall be organized around a Region structure. The recognized Regions are: Central Florida Region, Florida Capital Region, Florida Gulf Coast Region, Heart of Florida Region, Northeast Florida Region, Northern Gulf Coast Region, and South Florida Region. The Board may, at its sole discretion, add or dissolve Regions. The Regions operate under the auspices of and at the general direction of the Corporation and the Board.

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Section 2. Region Governing Structure

Each Region's activities shall be overseen by a duly elected governing board (“Region Governing Board”) which shall consist of the following officers (“Region Officers”): Chair, Vice-Chair, Secretary, Treasurer, and the Immediate Past Chair. The Region Governing Board shall have general charge and direction of the affairs and business of the Region. Each Region shall establish rules of governance for the Region. Each Region may be organized around a “branch” structure if a Region determines that such organization is needed to effectively service the Members within such Region. Each Region shall submit such rules of governance to the Board for review and approval as and when required by the Board. The Members within a Region elect the Region Governing Board, outcomes determined by a majority of those Members voting. Elections will be conducted through electronic means, including, but not limited to, Internet-based voting. Proxy voting will be permitted when properly executed by the Member and filed in accordance with guidelines governing proxy voting as adopted from time to time by the Board. Only Members in good standing located within the Region may cast a single vote for each vacant position.

Section 3. Conflicts of Interest Policy and Code of Conduct Policy

Members of a Region Governing Board shall sign a statement acknowledging that they have been furnished with a copy of the Corporation's Conflicts of Interest Policy and Code of Conduct Policy, that they have read and understand said policies, and that they agree to abide by and be bound by their terms.

ARTICLE VI
Board of Directors

Section 1. General Powers

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board.

Section 2. Number, Tenure and Qualification

The number of directors (the “Directors”) of the Board shall consist of a minimum of seven (7) Directors and a maximum of Sixteen (16) Directors. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws, provided the Corporation shall have at least seven (7) Directors. The initial seven (7) Directors are as follows:

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Mike Hess - Central Florida Region
Robyn Flowers - Florida Capital Region
Michael Carlson - Florida Gulf Coast Region
Theresa Spurling-Wood - Heart of Florida Region
Mark Gelfo - Northeast Florida Region
Kelly Wieczorek - Northern Gulf Coast Region
Sandra Lee - South Florida Region

The Board shall consist of the following types of Directors:

(a) Seven (7) Directors consisting of one (1) Director appointed by each Region Governing Board (“Region Director”).
(b) Four (4) Directors elected at-large by the Members (“Elected Director”).
(c) Four (4) Directors appointed by the Board (“Appointed Director”).
(d) One (1) Director appointed by the Board for an Emerging Professional/Student Member (“EP Director”). The EP Director will be a non-voting Director.

The term of each Director shall be as follows:

(a) Each Region Director shall serve a two (2) year term.
(b) Each Elected Director shall serve a two (2) year term.
(c) Each Appointed Director shall serve a two (2) year term.
(d) Each EP Director shall serve a two (2) year term.

The term of office of each Director ordinarily shall be two (2) years, beginning on January 1 of a given year. To provide for staggered expiration of Director’s terms, the Directors shall initially have one or two year terms fixed by resolution of the Board. The period applicable to each Director shall be specified in a resolution of the Board.

The Executive Committee of the Corporation shall consist of the President, Vice-President, Secretary, Treasurer, and the Immediate Past President, collectively recognized as the Officers of the Corporation. The Officers as an administrative body are effectively a subset of the Board. With the exception of the Immediate Past President, Officers shall be selected by the Board from amongst their ranks. Each Officer shall serve for a term of two (2) years and may be reappointed for successive terms subject to the maximum term as prescribed in this Section.

Each Fall, a Nominating Committee, appointed by the Board shall formulate a list of qualified individuals (“Board Nominees”) from the Members to stand for election to the Board as Elected Directors. To the extent practicable, the Nominating Committee shall assure to the best of their ability that Members proposing to run for the Board are in good standing with the Corporation, will bring tangible value to the Board, and will increase Board representation of membership categories as specified in Section 3 of this Article VI.
Each Director shall serve as a Director until his or her successor to office shall have been elected or until his or her earlier resignation, removal from office, or death. A Director whose term is expiring shall be eligible to be reelected. The maximum number of years which any individual may serve as a Director is a total of eight (8) years.

In keeping with the Corporation’s commitment to increase Board diversity, to the extent practicable, Board seats shall be rotated each term amongst Member Categories (as defined in Section 3 of this Article VI), with a goal of no more than four seats being held during any one term by any one Member Category, to the greatest extent possible.

If the number of Directors is changed, any increase or decrease shall be apportioned amongst the Member Categories so as to maintain the number of Directors of each Member Category as nearly equal as possible, but in no case will a decrease in the number of Directors shorten the term of any incumbent Director. Any increase in the number of Directors shall be effective immediately. Any decrease in the number of Directors shall be effective at the time of the next election of the class which is being decreased unless, at the time of such decrease, there shall be vacancies on the Board which are being eliminated by the decrease, in which case such decrease may become effective at any time prior to the next election of such class to the extent of the number of vacancies.

Section 3. Board Diversity

The Board will endeavor to include a diverse representation of the Corporation’s membership in the following categories (“Member Categories”):

- Building Product Manufacturers
- Local and State Governments
- Contractors and Builders
- Professional Societies
- Professional Firms
- Universities and Research Institutes
- Insurance Companies, Brokers and Agents
- Building Controls Manufacturers/Building Operations and Maintenance
- Building Owners, Facility Managers and Developers
- Real Estate Brokers and Property Management Firms
- Environmental and Nonprofit Organizations
- Financial Institutions (Lenders, Insurers, Others)
- Utilities, ESCOs and Energy Service Providers
- Public and Private Schools
- Federal Agencies
- Federal Agencies

Section 4. Annual and Regular Meetings

The Board shall meet at least quarterly each year at whatever time and place it selects. The Board may provide, by resolution, the time, place and manner for the holding of regular meetings without other notice than such resolution.

Section 5. Special Meetings

Special meetings of the Board may be called by the President or by any three (3) Directors. The person or persons who call a special meeting of the Board may fix the place for holding such special meeting.

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Section 6. Notice

Notice of any special meeting of the Board shall be given at least ten (10) days before the meeting by oral or written notice delivered personally, by mail or by electronic transmission to each Director at his/her business address, unless in case of emergency, the President of the Corporation shall prescribe a shorter notice to be given personally or by electronic transmission to each Director at his/her residence or business address. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting, before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7. Quorum

A majority of the number of Directors serving at such time shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Section 8. Manner of Acting

Accountability and transparency are of the highest relevance to the governance of the Corporation. In that regard, the Board shall use established methodologies and standards to gain consensus, most notably, but not solely, Dynamic Governance. Regardless of the chosen methodology, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 9. Vacancies

To the extent that the position of any Director or of any Officer of the Executive Committee is vacant, such vacancies shall be filled by appointment of a replacement proposed by the President subject to the approval of the Board at the Board’s discretion, which discretion shall include the decision to allow such position to remain vacant, provided that the minimum number of Directors as required by these Bylaws is satisfied. A Director elected to fill a vacancy shall hold office only until the next election of the class for which such Director has been chosen and until his/her successor shall be elected or until his/her earlier resignation, removal from office or death.

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Section 10. Presumption of Assent

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

Section 11. Constructive Presence at a Meeting

Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 12. Action Without a Meeting

Any action required by law to be taken at any meeting of the Directors of the Corporation or any action which may be taken at a meeting of the Directors or the Executive Committee, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by all of the Directors or all of the members of the Executive Committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the Executive Committee, and such consent shall have the same effect as a unanimous vote.

Section 13. Committees

The Board may establish committees as it sees fit, as it may also disband existing committees. The Board shall appoint the committee Chairs for each committee, and such committee Chairs shall serve a term determined by the Board. The Board may appoint other working groups or task forces as it deems necessary to carry out the business of the Corporation.

The Board shall appoint a Bylaws Committee for review of the current Bylaws every three years. This does not preclude Bylaws amendments at any time as deemed necessary by the Board.

Unless otherwise provided in these Bylaws, actions by any committee shall not alone constitute consent of the Board. Committees, task forces and working groups report to and serve at the pleasure of the Board, carrying out tasks and pursuing goals generally assigned and approved by the Board. Committee members are presumed to always act in good faith, in the best interests of the Corporation, without conflict of interest, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

The Nominating Committee shall consist of the Corporation's Officers and two other Directors who shall be selected by the Board from amongst their ranks and shall assess the attributes of Members put forth as prospective Directors for purposes of bringing forward to the Board and the membership a slate of highly qualified Members for consideration to fill upcoming vacancies on the Board.

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Section 14. Compensation

Directors shall not receive compensation for their service but may be reimbursed for budgeted Board-approved expenses, in accordance with Board-adopted policy.

Section 15. Removal or Resignation

Any Officer or Director may be removed at any time, with or without cause, by the Directors in office at such time of any meeting of the Board, if, in their judgment, such Officer or Director, either by illness, neglect, conflict of interest, lack of interest or other cause, shall not have adequately attended to his/her duties. Directors shall strive to attend all scheduled Board meetings each calendar year. Missing three Board meetings during any year of a Director's term of service will constitute grounds for a Director's removal from the Board at the Board's discretion. Any Director removed from the Board will be notified in writing by the President of his/her removal.

Any Officer or Director may resign at any time by giving written notice to the President of the Corporation. 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.

Section 16. Conflicts of Interest Policy and Code of Conduct Policy

Officers and Directors shall sign a statement acknowledging that they have been furnished with a copy of the Corporation's Conflicts of Interest Policy and Code of Conduct Policy, that they have read and understand said policies, and that they agree to abide by and be bound by their terms.

The purpose of the Corporation's Conflicts of Interest Policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member of the Board. Members of the Board have a fiduciary duty to the Corporation and they shall at all times act in a manner consistent with that fiduciary obligation notwithstanding the requirements of this Policy.

Section 17. Personal Liability

Neither the Board nor any Member of the Corporation shall have the power to bind the Members or the individual Directors of the Corporation or employees of the Corporation, personally. All persons or corporations extending credit to, contracting with or having any claims against the Corporation shall look only to the funds and property of the Corporation for payment of any debt, damage, judgment or decree, or any monies that may otherwise become due or payable to them from the Corporation, so that neither the Members nor the Directors, present or future, shall be personally liable therefore.

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Section 18. Indemnification

Except as provided below, each person (including the heirs, executors, administrators or estate of such person) (1) who is or was a Director of the Corporation, (2) who is or was an employee of the Corporation other than a Director and as to whom the Corporation has agreed to grant such indemnity, or (3) who is or was serving at the request of the Corporation as its representative in the position of a Director, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any such future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), against any liability, cost or expense, including attorneys' fees, asserted against him/her or incurred by him/her in his/her capacity as such Director, employee of the Corporation or representative, or arising out of his/her status as such Director, employee of the Corporation or representative. The Corporation will maintain insurance, at its expense, to protect the Corporation and any such person against any such liability, cost or expenses, whether or not the Corporation would have the legal power to directly indemnify him/her against such liability.

Except as provided below, costs, charges and expenses (including attorneys' fees) incurred by a person referred to in the preceding paragraph of this Section in defending a civil or criminal suit, action or proceeding may be paid by the Corporation in advance of the final disposition thereof upon receipt by the Corporation of an undertaking by such person to repay all amounts so advanced in the event it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized by this Section, and upon satisfaction of such other conditions as are required by the Board or current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

The Corporation shall not be required to indemnify or advance costs to any Director or employee of the Corporation (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Corporation.

If this Section or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person described in the first paragraph of this Section to the fullest extent permitted by any applicable portion of this Section that shall not have been invalidated and to the fullest extent permitted by law.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of Directors or recommendation of counsel or otherwise, both as to actions in such person's official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or employee of the Corporation and shall inure to the

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benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Section shall be deemed to be a contract between the Corporation and each Director and employee of the Corporation described in the first paragraph of this Section who serves or served in such capacity at any time while this Section is in effect. Any repeal or modification of this Section or any repeal or modification of relevant provisions of applicable laws shall not in any way diminish any rights to indemnification of such Director or employee of the Corporation or the obligations of the Corporation arising hereunder, for claims relating to matters occurring prior to such repeal or modification. The Board shall have the authority, by resolution, to provide for indemnification of persons not covered by this Section and for such other indemnification of the Directors and employees of the Corporation as it shall deem appropriate.

ARTICLE VII
Executive Director and Staff

Section 1. Appointment

The Board may appoint, employ and will have oversight over a salaried staff administrator who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Board.

Section 2. Authority and Responsibility

The Executive Director shall, subject to the control of the Board, supervise and control the operational affairs of the corporation, including, but not limited to, oversight and management of other staff and contracted services. He/she shall perform all duties incident to his/her office and such other duties as may be required by law; by the Amended and Restated Articles of Incorporation of the Corporation; by these Bylaws; or which may be prescribed from time to time by the Board. Except as otherwise expressly provided by law; by the Amended and Restated Articles of Incorporation; or by these Bylaws, the Executive Director shall, in the name of the corporation, execute such contracts, checks or other instruments that may from time to time be authorized by the Board. In the course of administering the Corporation's operation, services and programs, the Executive Director must secure written permission from the Corporation's President or Treasurer in order to expend more than $1,000 for any single purchase or Corporation expense. The Executive Director will also prepare, annually, a proposed budget for the Corporation that will be reviewed by the Board. In accordance with a Board-approved budget for the Corporation, the Executive Director may hire and/or appoint as necessary appropriate Corporation staff to provide administrative and program management services, and negotiate employment and/or management contracts on the Corporation's behalf. These duties include fixing compensation for such Corporation staff within the parameters of the approved budget.

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ARTICLE VIII
Change of Bylaws

Section 1. Bylaws Committee

In accordance with Article VI, Section 13 of these Bylaws, the Board of Directors shall appoint a Bylaws Committee for review of the current Bylaws every three years. This does not preclude amendments being made to the Bylaws at any time as deemed necessary by the Board and in accordance with provisions outlined in this Section.

Section 2. Changing Bylaws

These Bylaws may be amended or repealed, and new Bylaws not inconsistent with any provision of the Corporation's Amended and Restated Articles of Incorporation or the laws of the State of Florida may be made at any meeting of the Board of Directors by the affirmative vote of two-thirds of the total number of Directors then in office; provided, however, that no such amendment, repeal or new Bylaws may be made at any meeting unless the substance and effect of the proposed amendment, repeal or new Bylaws shall have been stated in the notice of the meeting, which notice shall be given not less than 30 days prior to the meeting unless a longer time shall be required for notice of such meeting by other provisions of these Bylaws.

ARTICLE IX
Dissolution

Section 1. Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or a 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 disposed of shall be disposed of by an appropriate Court of law located in the County in which the principal office of the organization 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.

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