



FLORIDA NEIGHBORHOODS CONFERENCE, INC.

BYLAWS

ARTICLE I

PURPOSE

The Corporation is formed exclusively for charitable purposes encompassed within Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding Provision of any future United States Internal Revenue Law) (the "Code"). Among the charitable purposes, the Corporation is organized to provide statewide leadership in the development of sustainable neighborhoods by advocating excellence in education, development for its members and working to protect and enhance the natural and built environments.

ARTICLE II

DIRECTORS

Section 1. Number of Directors. The number of members ("Directors") of the Board of Directors ("Board") of the Corporation shall be no less than five and no more than fifteen, which number may be increased and may be decreased, from time to time, by resolution adopted by the Board of Directors of the Corporation.

Section 2. Qualifications of Directors. Board membership in this Corporation is open to any individual who supports the purpose of the Corporation.

Section 3. Manner of Selection. The Incorporating Directors of the Corporation shall be elected by a majority vote of the Directors in office.

Section 4. Term. Directors shall serve two year terms or until expelled or suspended as provided in Section 6, whichever comes first. All Directors must be in good standing.

Section 5. Vacancies. Vacancies for the expired term of any Director may be filled by a majority vote of the Board.

Section 6. Termination of Directorship. The Board of Directors by affirmative vote of two-thirds of all Directors, may suspend or expel a member after an appropriate hearing provided that such Director shall be given not less than thirty (30) days written notice of such hearing.

Section 7. Powers. The Board of Directors shall manage and govern the business and affairs of the Corporation and in connection therewith, the Board may exercise all of the powers granted the Corporation under the Articles of Incorporation and by the laws of the State of Florida. Each Director in good standing shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 8. Meetings and Notices. Meetings of the Board of Directors shall be held at times fixed by resolution of the Board, or upon call of the President or the Secretary, or a majority of all the Directors. Notice of any meeting to be held at a time other than that fixed by resolution of the Board shall be given by mail to each Director at least five (5) days before the meeting at the Director's residence or business address or by delivering such notice to the Director or by telephoning, emailing, or transmitting it by facsimile to the Director at least five (5) days before the meeting. Any such notice shall contain the time and place of the meeting. Meetings may be held without notice if all the Directors are present or those not present waive notice before or after the meeting. The President shall preside over all meetings of the Board of Directors. If the President is not present, the Vice-President shall preside. All Board of Director meetings shall be noticed to the general membership on the website at least five (5) days before the meeting.

Section 9. Quorum. A minimum of fifty percent of the Directors then in office, shall constitute a quorum for the transaction of business at any meeting of the Board: and, except as may otherwise be required by law or the Articles of Incorporation, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Directors participating by telephone or video conference shall be considered present at the meeting.

Section 10. Actions in Lieu of a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed a quorum of the Directors or committee of Directors, as the case may be.

ARTICLE III OFFICERS

Section 1. Election and Removal and Duties. The Board of Directors shall elect annually a President (who shall be a Director) and shall also elect a Secretary and a Treasurer, and shall elect one or more Vice-Presidents or such other officers as it may deem proper. Any officer may not hold more than one office. All officers shall serve for a term of two years and until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all of the Directors. Vacancies among the officers shall be filled by the Directors. The officers of the corporation shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors or imposed by these By-Laws.

Section 2. President. The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, and shall in general, supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases when the signing and execution thereof shall be expressly delegated by the Board of Directors or by the By-Laws to some other agent or the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated at the time of their elections, or in the absence of any designating, then in order of their election) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to such officers by the President or by the Board of Directors. The Vice President(s) shall be responsible for monitoring membership of committees and shall assist committee chairs in executing their functions.

Section 4. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such officers by the President or by the Board of Directors.

Section 5. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the company; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or depositories as the Board of Directors shall designate; (c) in general perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to such officers by the President or by the Board of Directors.

Section 6. Bonding. If required by the Board of Directors, the Board of Directors shall give bond for the faithful discharge of such officer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE IV
COMMITTEES

Section 1. Standing Committees. There shall be Standing Committees of the Corporation, as follows:

- (a) Executive Committee – An Executive Committee consisting of Members of the Board of Directors shall be comprised of officers, committee chairs and others appointed by the President subject to the approval of the Board. During the intervals between meetings of the Board, the Executive Committee shall have and may exercise on behalf of the Board all of the authority of the Board in respect to the management of the Corporation. The Executive Committee shall report its acts to the Board at its meetings for approval.
- (b) State Planning Committee – The State Planning Committee is responsible for providing oversight and assistance in planning of the Annual Conference to assure the development of conference workshops and programs that meet the standards set by the Florida Neighborhoods Conference Board of Directors and informing the Board of its role at the conference. Members of this committee may be any neighborhood services practitioner, either paid or volunteer.

Section 2. Other Committees. The Board of Directors may from time to time create additional committees with such powers and duties as the Board may prescribe.

Section 3. Ex Officio Member. The President shall be a member ex officio of all committees.

Section 4. Chairs. All committee Chairs shall be Directors, except for the State Planning Committee Chair who may be a representative of the hosting local government. All Chairs are appointed by the President and approved by a majority of the Board of Directors.

ARTICLE V
EXECUTION OF INSTRUMENTS

Section 1. Contracts and Instruments. Contracts and other instruments to be executed by the Corporation shall be signed, unless otherwise required by law, by the President, or the Vice President and the Secretary. The Secretary, signing with the President or Vice President together are authorized and empowered to execute in the name of this Corporation all contracts and instruments for the operation of the business of this Corporation. The Board of Directors may authorize any other person or persons, whether or not an officer of the Corporation, to sign any contract or other instrument, and may authorize any such officer or other person to delegate, in writing, all or any part of such authority to any other person or persons.

Section 2. Notes, Checks and the Like. All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the Corporation shall be signed by such person or persons and in such manner as the Board of Directors may from time to time determine, in accordance with its Standard Operating Procedures.

ARTICLE VI

GIFTS AND CONTRIBUTIONS

Section 1. Solicitations. Contributions and gifts shall be solicited by representatives of the Corporation to promote, sponsor, and carry out the purposes of this Corporation.

Section 2. Deposit and Use of Contributions. Unless otherwise provided by the donor, all contributions received by the Corporation shall be deposited and held by the Treasurer of the Corporation and may be used and disbursed by the Board of Directors to promote, sponsor and carryout educational, charitable and related activities and objectives of the Corporation.

Section 3. Restricted Gifts. The limitations and restrictions upon any grant, gift, donation, bequest or device shall be observed strictly except: (as) where such conflicts with the charitable purposes of the Corporation or with IRS 501(c){3} or its regulation; or (b) where the Board of Directors determines that changed conditions or other reasons shall have rendered the application of the gift, donation, bequest or device for the purpose provided illegal, unnecessary or impractical or that the purposes of the gift, donation, bequest or devise have been fulfilled or become impossible of fulfillment. In which case said funds shall be administered for such other purpose of the Corporation as will best carry out the intentions of the donor or testator and as may be sanctioned by law.

Section 4. Operating Expenses. The operating expenses of the Corporation shall be defrayed by funds contributed directly to the Corporation.

ARTICLE VII

INDEMNIFICATION

Any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, shall be indemnified by the Corporation to the full extent permitted by applicable law.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended by a two-thirds ($\frac{2}{3}$) majority of the Board of Directors.

ARTICLE IX

INDEPENDENT AUDIT OR REVIEW AND FISCAL YEAR

After the close of each fiscal year, the Board shall review and if justified cause an independent audit or review of all corporate assets and accounts to be made by a Certified Public Accountant. The Florida Neighborhoods Conference shall operate on a fiscal year of January 1 – December 31.

ARTICLE X

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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization 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 organization may adopt.

Adopted by Board of Directors: May 14, 2018