**BY-LAWS**

**OF**

**NON-PROFIT CORPORATION**

**Article I. Name**

The name of the Corporation is NON-PROFIT CORPORATION, Inc., hereinafter referred to as “Corporation.”

# **Article II. Purposes, Objectives and Governing Instruments**

Section 1 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

The specific purposes of the Corporation are to enhance the ability of youth and families to succeed in life while providing the vision of medical services for all.

In addition, this Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

Section 2 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

 Section 3 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

 Section 4 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, 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 activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 5 Governing Law. The Corporation shall be governed pursuant to the laws of the state of Florida.

# **Article III. Membership**

The Corporation shall have no members.

# **Article IV. Directors**

## Section 1 Number. The number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

## Section 2 Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director’s successor has been elected and qualified, or until his or her death, resignation or removal. The Board of Trustees shall be the governing body of the corporation. Individual Members of the Board shall include duly elected officers, plus members-at-large who shall be members of the Corporation, and shall be elected for three-year terms by a majority vote of members present and voting at a regular Board meeting.

NOTE: do you want term limits? Section 3 Tenure - A Board member may not serve on the Board for a period longer than two consecutive three-year terms. After service for two consecutive three-year terms, one year must pass before the individual will become eligible for Board membership again

## Section 3 Responsibilities. Subject to the provisions of law, of the Certificate of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the authority, control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

## Section 4 Quorum. At any meeting of the Board, a quorum of the Board shall be fifty percent (50%) of the filled directors’ position on the Board. The board may take action by a majority vote of those members present and voting unless a greater number is specified by these bylaws. .

## Section 5 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

## Section 6 Removal. Any Director may be removed for cause by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

## Section 7 Resignation. Any Director may resign from office at any time by delivering a resignation in writing, by e-mail or by fax to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. The right of a member to vote and all rights, title and interest in or to the corporation shall cease upon the termination of membership.

## Section 8 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled by the vote of a majority of the Directors then in office at any Directors’ meeting. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

## Section 9 Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

**Article V. Meetings**

## Section 1 Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting. The annual meeting of the board shall be held within sixty (60) days of the end of the fiscal year.

## Section 2 Regular Meetings. The Board of directors shall meet no fewer than two times per year, but may meet with greater frequency as deemed necessary by the board of directors to conduct the business of the corporation. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

## Section 3 Manner of Meeting. Meetings may be conducted in person or through the use of any means of communication, electronic or otherwise, by which all attendees may participate simultaneously or within a stated time frame. An attendee of a meeting by these means is deemed to be present in person at the meeting.

Section 4 Notice of Meetings. The Board’s regular meetings may be held at such time and place as shall be determined by the Board. The President or a majority of the directors then in office may call a special meeting of the Board with five (5) days’ written notice provided to

each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email or by fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place in which to hold any special meeting of the Board. . Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors’ meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors’ meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors’ meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors’ meeting duly held as provided in these By-Laws, any business within the legal province and authority of the Board may be transacted.

## Section 5 Majority Action of the Board. Every act or decision done or made by the majority of the directors present at the meeting duly held at which a quorum is present is the act of the board of directors. Alternatively, action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 6 Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternative members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee required the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.

# **Article VI. Officers**

## Section 1 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer’s successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board

## may appoint such other Officers as may be deemed desirable. Such Officers shall serve for such period as the Board may designate.

## Section 2 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

## Section 3 President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The chairperson is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the president’s signature must be provided. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

## Section 4 Vice-President. The Vice-President will have the responsibility of acting in the absence or disability of the chair and shall have such powers and shall perform such duties, and shall be subject to all of the restrictions on, as may from time to time be assigned to the Vice President by the Board.

## Section 5 Secretary. The Secretary will be responsible for overseeing the corporation’s records and legal documents relating to the business of the corporation, except those of the Treasurer. The Secretary will be responsible for making complete and accurate records of the proceedings at each meeting of the Board of Directors and shall transcribe these records into minutes that reflect those proceedings within ten (10) days following each meeting, and distribute them to the Board. The Board of Directors may appoint an assistant or recording secretary who need not be a member of the board of Directors and who will perform the duties and assume the responsibilities of the Secretary as above set forth, under the general direction of the Secretary of the President. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

## Section 6 Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation’s receipts and disbursements. The treasurer will present to the board a summarized financial report at the annual meeting. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

## Section 7 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

## Section 8 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

## Section 9 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

**Article VII. Standard of Care**

Section 1 General. A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve in such a manner as the director deems to be in the best interest of this corporation/Organization and with such care, including reasonable inquiry, as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the corporation whom the director deems to be reliable and competent in the matters presented;
2. Counsel, independent accounts or other persons as to the matters which the director deems to be within such person’s professional or expert competence; or
3. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence.

So long as in any such case, the director act in good faith, after reasonable inquiry when the need may be indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in the Conflict of Interest Statement (attached), any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a directors, including, without limitation of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation/Organization, or assets held by it, are dedicated.

# **Article VIII. Bank Accounts, Checks, Contracts and Investments**

## Section 1 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

## Section 2 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, 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 by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

## Section 3 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

## **Article IX. Fiscal Year**

# The fiscal year for this Corporation shall begin on January 1 and shall end on December 31.

# **Article X. Dissolution**

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

# **Article XI. Amendments**

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose provided the Board has been advised of intent to revise at least five (5) days prior to such meeting. Provided a quorum is present, a majority vote of the Directors then in office will revise.

**Article XII. Construction**

Section 1 Conflict of Terms. In the case of any conflict between the provision of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall control.

Section 2 Enforcement. 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.

These Bylaws were adopted at a meeting of the Board of Directors of NON-PROFIT CORPORATION , Inc. on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, DATE.

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Name
President

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Name
Secretary

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name
Treasurer