

**Bylaws
Of
Community Advocacy For Merritt Island, Inc.
A Not for Profit Corporation**

**ARTICLE I
NAME, PURPOSE, FORMATION**

1.01. NAME The name of the corporation is Community Advocacy For Merritt Island, Inc.

1.02. FORMATION The corporation is formed pursuant to the laws of the state of incorporation, as stated in the Articles of Incorporation for the corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation, No substantial part of the activities of the corporation shall be the carrying on of propaganda, or 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 the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

1.03. PURPOSE The purpose of the corporation is the following: To operate exclusively for the charitable purposes in accordance with section 501(c)(3) of the IRC. More specifically, to improve the quality of life for the residents of Merritt Island through education, awareness, and activities promoting the arts, conservation, beautification and civic growth.

1.03. INITIAL MEETING OF THE BOARD The Board of Directors (the “Board”) has conducted and completed the initial meeting necessary to begin the business operations of the corporation, including the adoption of these Bylaws. At the initial meeting of the Board, the initial directors were appointed to their respective staggered terms.

**ARTICLE II
BOARD OF DIRECTORS**

2.01. ROLE, SIZE, COMPOSITION The management of all the corporation’s affairs, property, and interests shall be managed by or under the direction of the Board. Until these Bylaws are amended, the Board consists of eight (8) directors who are elected for the term of two(2) years, and will hold office until their successors are duly elected. Election of new directors or re election of current directors to second terms will occur after the conclusion of general business at the annual meeting of the corporation. At the first annual meeting only, four (4) of the *initial* directors shall serve a term of one (1) year the other four (4) of the *initial* directors shall serve the full two (2) year term. Directors may serve for two (2) consecutive two (2) year terms. Directors must wait one (1) two (2) year term period if they wish to seek re-election after serving (2) consecutive terms. Directors will be elected by a majority vote of the current directors. The initial Board shall consist of the President, Vice-President, Treasurer, Secretary, and four (4) Directors at Large. The Board positions of President, Vice-President, Treasurer, Secretary, and Committee Chairs shall be otherwise referred to as “Officers”. The number of officers and directors may change from time to time but shall never be less than

three (3). The number of directors shall be determined by the current Board at the time of nominations. All members are eligible for nomination to the Board.

2.02. LIABILITY Each director is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the corporation. If a director acts in good faith and in a manner that is reasonably in line with the best interests of the corporation as determined by a reasonably prudent person situated in similar circumstances, then they shall be immune from liability arising from official acts on behalf of the corporation. Directors who fail to comply with this section of these Bylaws shall be personally liable to the corporation for any improper acts and as otherwise described in these Bylaws.

2.03. REMOVAL/VACANCIES. At any meeting of the Board called expressly for that purpose, any director/directors, may be removed by an affirmative majority vote by the current Board. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected.

2.04. COMMITTEES. To the extent permitted by law, the Board may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. All committees must record minutes of their meetings and keep the minute books. The creation or appointment of a committee does not relieve the Board or individual directors from their standard of care.

2.05. COMPENSATION Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing reasonable reimbursement of the directors for expenses incurred in conjunction with carrying out the board responsibilities. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed in accordance with the Conflict of Interest Policy and state law.

2.06. LOANS No loans may be made by the Corporation to any director or member.

2.07. INDEMNIFICATION Provided the director complies with the standard of care described in Section 2.02 of these Bylaws, the Corporation shall indemnify any director made a party to a proceeding, brought or threatened, as a consequence of the director acting in their official capacity. In the event a director is entitled to indemnification by the Corporation, the director shall be indemnified or compensated for reasonable expenses incurred as a consequence of being connected to the Corporation and serving in good faith on its behalf.

2.08. ACTION OF DIRECTORS BY COMMUNICATIONS EQUIPMENT Any action which may be taken at a meeting of the Board, or a committee, may be taken by means of a telephone or video conference or similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. A director participating in a meeting by remote means is deemed to be present in person at the meeting.

ARTICLE III OFFICERS

3.01. NUMBER OF OFFICERS. The officers of The Corporation shall be a President, one or more Vice-Presidents, a Treasurer, and a Secretary, and Directors at Large, as determined by the Board. Two or more positions may be held by one person . The President may not serve concurrently as a Vice President.

PRESIDENT The President shall;

1. Have general supervision of the Corporation's daily affairs;
2. Preside at Board, Special, and Annual Meetings;
3. Create meeting agendas;
4. Serve as primary contact for the Board;
5. Hold directors accountable for attending meetings; and
6. Perform all other duties as are incident to the office or are properly required by a resolution passed by the Board.

VICE PRESIDENT The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

SECRETARY The Secretary shall;

1. Issue notices for all meetings and actions of the Board;
2. Accept all requests for special meetings of the Board;
3. Accept all notices of proxy appointments and revocations;
4. Keep the minutes of all meetings;
5. Keep an accurate list of the directors and members;
6. Accept delivery of any dissent announced at any meeting of the Board;
7. Have charge of the corporate books; and
8. Make reports and perform duties as are incident to the office, or are properly required of him or her by the Board.

TREASURER The Treasurer shall;

1. Have custody of all the Corporation's monies and securities and keep regular books of account;
2. Disburse the Corporation's funds in payment of the just demands against the Corporation or as may be ordered by the Board, taking proper vouchers for such disbursements;
3. Provide the Board with an account of all his or her transactions as Treasurer and of the financial conditions of the office, no less than each meeting properly required of him or her by the Board; and
4. Propose a budget to be presented at the annual meeting to be voted and approved by the Board.

In the event of the absence or disability of the President and Vice President, then the Treasurer shall perform such duties of the President.

DIRECTORS AT LARGE. The Directors at Large shall be responsible to assist The Corporation as directed and authorized by the Board of Directors. Directors at Large will serve as Committee Chairs for committees set forth by the Board.

3.02. DELEGATION In the absence or inability to act of any officer and of any person authorized to act in their place, the Board may delegate the officer's powers or duties to any other officer, director, or other member. Vacancies in any office arising from any cause may be filled by the Board at any regular or special board meeting.

3.03. OTHER OFFICERS The Board may appoint other officers as they deem necessary or expedient. The term, powers, and duties of such officers will be determined by the Board and described in the resolution authorizing the appointment or designation.

3.04. ELECTION AND TERM OF OFFICE The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, after conclusion of general business at the annual meeting. Each officer shall serve a 2 year term (after the initial staggered term as described in Section 2.01 of the bylaws) or until a successor has been elected.

ARTICLE IV MEETINGS

4.01. NOTICE OF MEETINGS Meetings of the Board must be held with reasonable notice of the date, time, place, or purpose of the meeting. Notice may be given personally, by email, mail, or in any other lawful manner, so long as the method for notice comports with Article 7 of these Bylaws. Oral notification is sufficient only if accompanied by a written record of the notice in the corporate books/records. Notice is effective at the earliest of:

1. Receipt;
2. Delivery to the proper address or telephone number of the director(s) as shown in the Corporation's records;
3. Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid.

4.02. REGULAR MEETINGS The meetings of the Board or any committee may be held at any place, date and time designated by the Board or its committee, including by means of remote communication. The Board shall meet bimonthly (once every 2 months). Committee's shall meet as needed.

4.03. SPECIAL MEETING. Special meetings may be requested by any two directors. A special meeting of Board is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

4.04. ANNUAL MEETING. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the date, time and place designated by the Board. The new Board shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

4.05. ACTION WITHOUT A MEETING. Any action which may be taken at a meeting of the Board or a committee may be taken without a meeting, provided all directors or committee members unanimously agree, and such unanimous consent is included in the minutes of the proceeding, filed with the corporate books/records, and sets forth the action taken by the Board or committee.

4.06 QUORUM A simple majority of the current directors present prior to the start of a meeting constitutes a quorum, and a quorum is necessary at all meetings creating an action to transact business on behalf of the corporation.

In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice.

4.07. PROCEDURES. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these Bylaws for a particular resolution. 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 their dissent shall be entered in the minutes of the meeting before its adjournment, or forwarded by registered mail to the Corporation's Secretary within twenty-four (24) hours after the meeting's adjournment. These options for dissent do not apply to a director who voted in favor of the action or failed to express such dissent at the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

4.08. ATTENDANCE OF MEETINGS Directors may be excused from attendance of one (1) regular meeting per year. Directors may attend a maximum of two (2) meeting held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments. Directors may face removal by the Board if the minimum/maximum requirements are not met.

ARTICLE V MEMBERSHIP

5.01. MEMBERS Membership will be open to individuals that supports the purpose statement in Section 1.03. Membership shall be granted upon a majority vote of the Board. Directors, Officers, Directors at Large and Committee Chairs are voting members. The Board shall have the authority to establish and define voting and non-voting categories of membership.

5.02. DUES The Board shall determine any dues requirements applicable to all members of the corporation. All members must contribute the minimum dues amount each year. Continuing membership is contingent upon being up-to-date on dues. Dues will be set at \$100/year as of the date these Bylaws are adopted. The Board has the authority to determine the dues amount each year at the annual meeting and requires a majority vote of the Board. Membership to the Corporation is non-transferable and non-assignable.

ARTICLE VI BOOKS AND RECORDS

6.01. MEETING MINUTES As required by these Bylaws, the Corporation must keep a complete and accurate accounting and minutes of the proceedings of the Board and Committee meetings within the corporate books/records. After each annual, regular or special meeting, the Secretary shall make available minutes of the meeting to the Board within two weeks and upon request, minutes will be made available to all members. All books and record may be inspected upon request.

6.02. RETENTION OF RECORDS The Corporation shall keep as permanent records all meeting minutes of the Board, all actions taken without a meeting by the Board, all actions taken by committee on behalf of the Board, and all waivers of notices of meetings.

6.03. ACCOUNTING RECORDS The Corporation shall maintain appropriate accounting records including but not limited to, financial reports, budgets, and applicable tax forms and filings.

6.04. LEGIBILITY OF RECORDS Any books, records, and minutes may be in any form capable of being converted into written form within a reasonable time upon request.

6.05. RIGHT TO INSPECT Any director, officer, or member has the right, upon written request delivered to the Corporation, to inspect and copy during usual business hours the following documents of the Corporation:

1. Articles of Incorporation;
2. These Bylaws;
3. Minutes of the Board proceedings;
4. Annual statements of affairs; and
5. The other documents held at the principal address pursuant to these Bylaws.

The Corporation acknowledges and agrees that any obligation to produce corporate documents under this Article of these Bylaws shall attach to the Secretary as part of the duties described in Section 3.01 of these Bylaws.

ARTICLE VII NOTICES

7.01. MAILING OF NOTICE. Except as may otherwise be required by law, any notice to any director, officer or member may be delivered personally or by mail. If mailed, the notice will be deemed to have been delivered on the close of business of the fifth business day following the day when deposited in the United States mail with postage prepaid and addressed to the recipient's last known address in the records of the Corporation.

7.02. E-NOTICE PERMITTED. Any communications required by the these Bylaws or any other laws may be made by digital or electronic transmission to the recipient's known electronic address or number as known to the Corporation at the time of notice.

7.03. Duty to Notify All directors, officers and members of the Corporation are required to notify the Corporation of any changes to the individual's contact information. Pursuant to the obligations under this Section of these Bylaws, the individual must notify the Corporation that electronic transmissions of notice are impracticable, impossible, frustrated, or otherwise improper and ineffective.

ARTICLE VIII SPECIAL CORPORATE ACTS

8.01. EXECUTION OF WRITTEN INSTRUMENTS All contracts, documents, and instruments that acquire, transfer, exchange, sell, or dispose of any assets of the Corporation must be executed by the President to bind the Corporation. If the President is incapacitated or otherwise unavailable, then the designated Vice-President may execute the respective documents to bind the Corporation. This Section does not apply to any checks, money orders, notes, or other financial instruments for direct payment of corporate funds which are subject to Section 8.02 of these Bylaws.

8.02. SIGNING OF CHECKS, NOTES AND DEPOSITS All authorizations to distribute, pay, or immediately draw upon the financial resources of the Corporation must be signed by the Treasurer, including any expense reimbursement or compensation payments to directors, officers, members, service providers, or contractors of the Company. If the Treasurer is incapacitated or otherwise unavailable, then the President or any other

officer listed as an authorized representative with the banking institution may execute the respective documents. Distribution of funds of \$1,000 or greater will require an affirmative vote of the Board. All funds shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories used by the Corporation. The Treasurer has the authority to make such deposits. If the Treasurer is incapacitated or otherwise unavailable, then the President or any other officer listed as an authorized representative with the banking institution may execute the respective deposit.

8.03. DISSOLUTION Following the approval by the Board, in order for the Corporation to be dissolved, it must follow the process set out under the laws of the state of incorporation.

8.04. DISTRIBUTION OF ASSETS 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 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 IX OPERATIONS

9.01. FISCAL YEAR The Fiscal year of the corporation will be from January 1 through December 31.

9.02. NONPROFIT OPERATIONS This Corporation will not have or issue shares of stock. No dividend will be paid and no part of this Corporation will be distributed to its Members, Directors or Officers.

9.03. BUDGET The Board of Directors shall adopt a budget at the annual meeting each year. The Treasurer shall prepare a proposed budget and present to the Board no later than 30 days prior to the annual meeting.

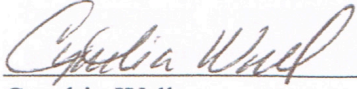
ARTICLE X AMENDMENTS

10.01. BY DIRECTORS The Board has the power to make, alter, amend, and repeal the Corporation's Bylaws. Any alteration, amendment, or repeal of the Bylaws, shall be effective following a majority vote of the Board.

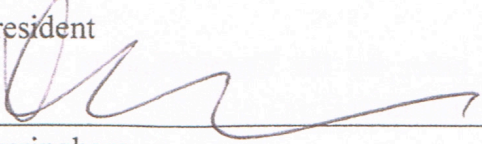
10.02. EMERGENCY BYLAWS The Board may adopt emergency Bylaws which operate during any emergency in the Corporation's conduct of business resulting from an attack on the United States, a nuclear or atomic disaster, or another major incident.

10.03. COMPLIANCE WITH STATE LAW Any amendment to the Corporation's Articles of Incorporation or these Bylaws shall comply with the respective laws, rules, and regulations of the jurisdictions in which the Corporation operates or conducts business.

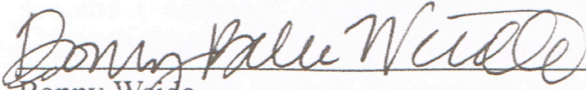
These Bylaws are adopted by resolution of the Corporation's Board of Directors on this 5th day of October, 2022.



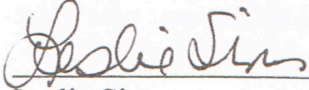
Cynthia Wall
Director/President



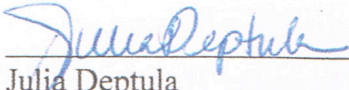
Kristina Everingham
Director/Vice President



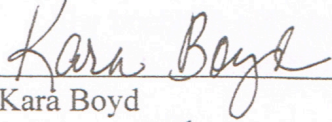
Bonny Weido
Director/Secretary



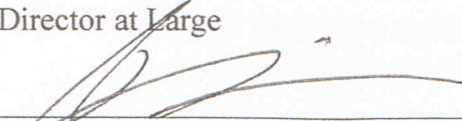
Leslie Sims
Director/Treasurer



Julia Deptula
Director at Large



Kara Boyd
Director at Large



Cari Sisserson
Director at Large



[Ann Gutierrez \(Oct 14, 2022 09:01 EDT\)](#)

Ann Gutierrez
Director at Large