

**AMENDED 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.

1.04 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 a minimum of 3 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. 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. The Board may increase or decrease the number of directors at any time by majority vote of current Board, pursuant to the process outlined in Article 10 of these Bylaws. The Corporation must have at least three (3) directors.

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 a majority vote by the remaining 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 majority vote of 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 create 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 as described in Section 2.02 of these Bylaws.

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 caring 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 officer.

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. ROLE, SIZE, COMPOSITION. The Corporation shall have a President, a Secretary, and a Treasurer, who will be elected by the Board. The Corporation may also have one or more Vice-Presidents and Assistant Secretaries and Assistant Treasurers as the Board may designate. The same person may hold any two or more offices concurrently, with exception to the offices of President, Vice-President (if any), and Secretary which shall be held by separate individuals.

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 officers
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.

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 or director. 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 OFFICERS 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.

3.05. LIABILITY Each officer is required, individually and collectively, to act in good faith, with reasonable and prudent care, and in the best interest of the Corporation. If an officer 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. Officers 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

3.06. INDEMNIFICATION Officers shall be indemnified by the Corporation, so long as the officer acted in a manner substantially similar to and consistent with the standard of care required for directors, as described in Section 2.07 of these Bylaws. Any officer indemnification shall be limited to proceedings that are directly related to or have arisen out of the officer's acts on behalf of the Corporation.

3.07. REMOVAL AND VACANCIES Any officer may be removed by the Board at any time, with or without cause by a majority vote of the current Board. Any vacancy that occurs whether by death, resignation, removal or any other cause may be filled by the remaining board members or officers until a successor has been elected. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

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 of the Board may be held at any place and at any time and may be called by the President, Vice President, Secretary, or Treasurer, or any director. Any special meeting of the Board must be preceded by at least forty-eight (48) hours' notice of the date, time, place, and purpose of the meeting.

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 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.

ARTICLE V MEMBERSHIP

5.01 MEMBERS. Until such time that these Bylaws are amended, the Corporation has no members.

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 individual with a demonstrable interest in the Corporation's activities, 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 or officer 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 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 and officers 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, 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 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.