



USGBC South Florida

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Bylaws of the US Green Building Council South Florida Chapter, Inc.

ARTICLE I Offices

SECTION 1. Name

The name of the Corporation is the US Green Building Council South Florida Chapter, Inc., a Florida nonprofit (501[c][3]) corporation.

SECTION 2. Offices

The principal office of the US Green Building Council South Florida Chapter, Inc., (the "Chapter") 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 (the "Board").

SECTION 3. Affiliation

The Chapter is a chapter of the US Green Building Council (the "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 Chapter shall be governed and operated in accordance with the laws of the State of Florida; the provisions of the USGBC Chapter Bylaws and the regulations and requirements for conduct of chapters of the USGBC as adopted from time to time by the USGBC Board of Directors; these Bylaws; and the rules and instructions issued through the Chapter's Board of Directors, provided such rules and instructions are not in conflict with these Bylaws or the laws governing the Chapter. In the event there is a conflict between any of the governing documents, the documents govern in order of priority as listed above.

SECTION 5. Geographic Domain

The domain of the Chapter shall encompass the following Counties in Florida -- Monroe, Miami-Dade, Broward, Palm Beach, Martin, St Lucie, Okeechobee and Indian River. The Chapter will be organized around a Branch structure. The recognized Branches are Treasure Coast, Palm Beach, Broward, Miami-Dade and Keys.

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ARTICLE II Purpose

SECTION 1. Organization Statement

The Chapter is organized exclusively for the purpose of education, including programs and events that promote the purposes and objectives of the USGBC as described in the Chapter's Mission statement, including, for such purposes, the distributions of monies to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future Federal tax code.

SECTION 2. Mission, Vision, Goals

Mission

To transform the way buildings and communities are designed, built and operated, enabling an environmentally and socially responsible, healthy and prosperous environment that improves the quality of life.

Vision

To support buildings and communities that will regenerate and sustain the health and vitality of the local South Florida region within a generation.

Goals

- 1) To inspire consumers, designers, builders and regulators to understand, appreciate, practice and support green building through educational programs, case studies and sustainable materials.
- 2) To educate the public, local governments, and design and construction professionals regarding sustainable design, sustainable materials, sustainable construction methods, and the environmental and economic benefits of green building.
- 3) To encourage, sponsor and support individuals and organizations that provide education about green building in the region and beyond.

SECTION 3. Financial Statement

The Chapter is organized exclusively for educational purposes. No part of the net earnings of the Chapter shall inure to the benefit of or be distributable to its Members, Directors, Officers, staff or other private persons, except that the organization 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 Article hereof. No substantial part of the activities of the Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapter shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future Federal tax code; or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or a corresponding section of any future Federal tax code.

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

SECTION 4. Fiscal Period

The fiscal year of the Chapter shall begin on January 1 and end on December 31 of each year.

Article III Membership

SECTION 1. Non-discrimination Policy

Membership in the Chapter will be open to all qualified persons without regard to any classification other than those described in these Bylaws. More specifically, membership in the Chapter 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 Chapter shall be conducted in accordance with the principles of nondiscrimination and mutual respect. Further, the Chapter will not condone or endorse any conduct that is not in accord with these principles.

SECTION 2. Membership Categories

There are three types of Chapter Members:

- 1) Chapter Member -- An individual who has paid dues as set by the Chapter's Board of Directors and who is in good standing with the Chapter, or an individual who is employed by a USGBC Member Company or Organization and who has paid dues as set by the Chapter's Board of Directors and who is in good standing with the Chapter.
- 2) Emerging Professional Member -- An individual 30 years of age or younger and who has paid dues as set by the Chapter's Board of Directors and who is in good standing with the Chapter.
- 3) Student Member -- An individual who is a full-time student at a college or university and who has paid dues as set by the Chapter's Board of Directors and who is in good standing with the Chapter.

SECTION 3. Membership Generalities

Each USGBC South Florida Chapter Member may be eligible for membership in more than one USGBC chapter. Such Members shall join the additional chapter(s) upon the payment of dues to that chapter and shall be eligible to vote or hold elective office in the additional chapter(s).

For purposes of optimizing communication efficiencies, each USGBC South Florida Chapter Member must align him/herself with at least one of the Chapter's established Branches and may align with more than one or all established Branches.

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

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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 Chapter may be terminated when:

- 1) A Member resigns by giving notice to the Chapter. In the event of resignation, dues already paid for the current year will not be refunded.
- 2) Dues or other financial obligations to the Chapter have not been paid by the due date.
- 3) A Member is expelled for actions that the Board of Directors determines are prejudicial to the welfare, interest or character of the Chapter, including willful violation of these Bylaws. The Member in good standing is entitled to due process as established by the Board of Directors.

SECTION 5. Voting and Eligibility

Each Chapter Member in good standing and as defined under Section 2 of this Article III shall be eligible to vote in the annual election for positions on the Board of Directors. Each Member is entitled to one vote during said election. Election outcomes shall be determined by a majority of those Members responding. 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 of Directors.

With the exception of Student Members, any Chapter Member in good standing is eligible to serve on the Board of Directors. The Chapter shall strive to achieve diversity amongst its Directors in both professional and socio-economic terms.

SECTION 6. Dues

Annual dues shall be determined by the Board of Directors and be paid in accordance with USGBC South Florida Chapter policy. Such dues shall be in addition to dues paid to the USGBC (national organization) by Member companies and organizations. Any Member who shall fail to pay his/her annual dues by the due date shall cease to be a Member of the Chapter.

SECTION 7. Refunds

No dues will be refunded.

Article IV Meetings

SECTION 1. Annual Meeting of Members

The Annual Meeting of 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 of Directors and disseminated electronically to the Members.

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SECTION 2. Special Meetings

Special meetings of the Members, for any purpose or purposes, may be called by the Board of Directors by not less than one-third of all the Members of the Board of Directors entitled to vote at the meeting, or by the President of the Chapter.

SECTION 3. Place of Meeting

The Board of Directors may designate any place within the Geographic Domain as described in Article I, Section 5, 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 of Directors. If no designation is made by the Board of Directors, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Chapter.

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 10 nor more than 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. By virtue of being a Member of the Chapter, each Member consents to receiving notices via electronic transmission.

SECTION 5. Fixing of Record Date

The Board of Directors may fix a date not more than 60 and not less than 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.

SECTION 6. Quorum

A majority of the Members of the Chapter 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 of Directors 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 Chapter 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 Chapter before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting.

SECTION 8. Voting

Each Chapter Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the Members. The vote of a majority of the Members present at a meeting constitutes a passing vote.

SECTION 9. Removal

Any Member may be removed by a vote or agreement in writing by a majority of Members. The notice of the meeting of the Members to remove a Member or Members shall state the specific Member(s) to be removed. Dues will not be refunded.

ARTICLE V Branches

SECTION 1. Branch Structure

The Chapter shall be organized around a Branch structure. The recognized Branches are Treasure Coast, Palm Beach, Broward, Miami-Dade and Keys. The Board of Directors may, at its sole discretion, add or dissolve Branches within the geographic domain as defined in Article I, Section 5.

When the Board of Directors adds a Branch, said group is brought into the Branch structure in a provisional capacity, alluding to an unspecified term, solely determined by the Board of Directors, when a new Branch continues steady and sure progression toward full Branch status under careful coaching by select Members of the Chapter. During its time as a provisional Branch, said Branch is not officially represented with a seat on the Board of Directors, but is accounted for in budgeting matters by the Chapter. For purposes of public description and referral, a Chapter's provisional Branch is recognized by the term Branch.

The Branches operate under the auspices of and at the general direction of the Chapter and the Board of Directors, which shall have general charge and direction of the affairs and business of the Branches.

SECTION 2. Branch Governing Structure

Each Branch's activities shall be overseen by a duly elected Branch Executive Committee which shall consist of the following Officers: Chair, Vice-Chair, Secretary, Treasurer, and the Immediate Past Chair. The remaining composition of the Branch Governing Council shall consist of the duly appointed Branch's committee Chairs. The Branch Governing Council shall have general charge and direction of the affairs and business of the Branch. A Branch Officer's term is one full year. No one shall serve more than five successive elected terms as an Officer of a Branch, regardless of the position.

Branch Members elect Branch Officers, 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 of Directors. Only Chapter Members in good standing whose memberships are based within the territory of the respective Branch may cast a single vote for each vacant position. Branch Officers, in turn, appoint committee Chairs. The tenure of a committee Chair shall not exceed two full years, and all committee Chairs serve solely at the discretion of the Chair of the Branch.

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Each Branch shall have one appointed position on the Board of Directors of the Chapter -- the Chair -- with the exception of Branches under provisional status, which shall not be represented on the Board of Directors unless elected via other avenues.

SECTION 3. Conflicts of Interest and Code of Conduct

Members of the Branch Governing Council shall sign a statement acknowledging that they have been furnished with a copy of the Chapter'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 Chapter's Conflicts of Interest Policy is to protect the Chapter's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member of the Branch Governing Council or the Board of Directors. Members of the Branch Governing Council and the Chapter's Board of Directors have a fiduciary duty to the Chapter and they shall at all times act in a manner consistent with that fiduciary obligation notwithstanding the requirements of this Policy.

**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 Chapter shall be managed under the direction of the Board of Directors.

SECTION 2. Number, Tenure and Qualification

The number of Directors of the Chapter shall consist of a minimum of seven Directors and a maximum of 18 Directors, as fixed from time to time by resolution of the Board of Directors. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws, provided the Chapter shall always have at least seven Directors.

One Director from each Branch of the Chapter shall be appointed as specified in Article V, Section 2 of these Bylaws. Two Directors shall be appointed by the Board ("Board Nominees") as specified in this Section of these Bylaws. The remaining Directors (the "Elected Directors") shall be elected by and from the Chapter's Members.

The Executive Committee of the Chapter shall consist of the Chapter President, Vice-President, Secretary, Treasurer, the Immediate Past President, and a maximum of two Branch Chairs, collectively recognized as the Officers of the Chapter. The Officers as an administrative body are effectively a subset of the Board of Directors.

With the exception of the Immediate Past President, Officers shall be selected by the Board of Directors from amongst their ranks. Should all Branch Chairs decline to serve as Officers, the Executive Committee shall consist of the Chapter President, Vice-President, Secretary, Treasurer, and the Immediate Past President. Officers serve for one-year terms. Elected Directors shall serve two-year terms. Each Elected Director may serve up to three consecutive two-year terms. The Immediate Past President's term on the Board of Directors is the period of his/her successor's elected term.

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Each Fall, the Nominating Committee, Chaired by the President or his/her designee, shall formulate a list of qualified individuals ("Board Nominees") to stand for election to the Board. To the extent practicable, the Nominating Committee shall nominate candidates who will increase Board representation of membership categories as specified in Article VI, Section 3 of these Bylaws, and who will bring tangible value to the Board.

Two Directors shall be elected by the Board, consistent with the qualities of the "Board Nominees" offered by the Nominating Committee, and the remaining Directors shall be elected by and from the Chapter's Members. The Nominating Committee shall then assure to the best of its ability that Members proposing to run for the Board of Directors are in good standing with the Chapter and will bring tangible value to the Board.

Each Director shall serve as a Director until his/her successor to office shall have been elected or until his/her earlier resignation, removal from office, or death.

In keeping with the Chapter's commitment to increase Board diversity, 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 three 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 of Directors 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 Chapter'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
- 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
- Insurance Companies, Brokers and Agents
- Federal Agencies

SECTION 4. Annual and Regular Meetings

The Board of Directors shall meet at least quarterly each year at whatever time and place it selects. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution, except as provided in Article IV of these Bylaws.

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SECTION 5. Special Meetings

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

SECTION 6. Notice

Notice of any special meeting of the Board of Directors shall be given at least five 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 Chapter 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 fixed pursuant to Section 2 of this Article VI shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors 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

The Board shall use Dynamic Governance to gain consensus. 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 of Directors.

SECTION 9. Vacancies

Any vacancy occurring on the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, may be filled by appointment of a replacement proposed by the Nominating Committee with approval by the Board of Directors. 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.

SECTION 10. Presumption of Assent

A Director of the Chapter who is present at a meeting of the Board of Directors 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.

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SECTION 11. Constructive Presence at a Meeting

Directors may participate in a meeting of the Board of Directors 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 Chapter 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 Chapter shall have the following standing committees: Programs Committee, Education Committee, Nominating Committee, Membership Committee, Communications Committee, and Finance Committee. The Board may establish additional 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 one-year term. The Board may appoint other working groups or task forces as it deems necessary to carry out the business of the Chapter.

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

Unless these Bylaws otherwise provide, actions by any committee shall not alone constitute consent of the Board of Directors. Committees report to and serve at the pleasure of the Board of Directors, 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 Chapter, 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 a minimum of three and no more than five Directors (two of whom shall be the President and the Immediate Past President), and shall assess the attributes of Members put forth as prospective Board Members 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 of Directors.

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.

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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 two Board meetings during a calendar year may result in the Director's removal from the Board. 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 Chapter. 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 and Code of Conduct

Officers and Directors shall sign a statement acknowledging that they have been furnished with a copy of the Chapter'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 Chapter's Conflicts of Interest Policy is to protect the Chapter's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member of the Board of Directors. Members of the Board of Directors have a fiduciary duty to the Chapter 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 of Directors nor any Member of the Chapter shall have the power to bind the Members or the individual Directors of the Chapter or employees of the Chapter, personally. All persons or corporations extending credit to, contracting with or having any claims against the Chapter shall look only to the funds and property of the Chapter for payment of any debt, damage, judgment or decree, or any monies that may otherwise become due or payable to them from the Chapter, so that neither the Members nor the Directors, present or future, shall be personally liable therefore.

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 Chapter, (2) who is or was an employee of the Chapter other than a Director and as to whom the Chapter has agreed to grant such indemnity, or (3) who is or was serving at the request of the Chapter 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 Chapter has agreed to grant such indemnity, shall be indemnified by the Chapter 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 Chapter 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 Chapter or representative, or arising out of his/her status as such Director, employee of the Chapter or representative. The Chapter will maintain insurance, at its

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expense, to protect itself and any such person against any such liability, cost or expenses, whether or not the Chapter 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 Chapter in advance of the final disposition thereof upon receipt by the Chapter 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 Chapter as authorized by this Section, and upon satisfaction of such other conditions as are required by the Board of Directors 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 Chapter shall not be required to indemnify or advance costs to any Director or employee of the Chapter (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Chapter.

If this Section or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Chapter 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 Chapter and shall inure to the 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 Chapter and each Director and employee of the Chapter 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 Chapter or the obligations of the Chapter arising hereunder, for claims relating to matters occurring prior to such repeal or modification. The Board of Directors of the Chapter 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 Chapter as it shall deem appropriate.

ARTICLE VII

Executive Director and Staff

SECTION 1. Appointment

The Board of Directors may appoint and employ 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 of Directors.

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SECTION 2. Authority and Responsibility

The Executive Director shall, subject to the control of the Board of Directors, supervise and control the operational affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law; by the Articles of Incorporation of the Chapter; by these Bylaws; or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law; by the 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 of Directors. In the course of administering the Chapter's operation, services and programs, the Executive Director must secure written permission from the Chapter's President or Treasurer in order to expend more than \$5,000 for any single purchase or Chapter expense. The Executive Director will also prepare, annually, a proposed budget for the Chapter that will be reviewed by the Officers and then submitted to the Board of Directors. In accordance with a Board-approved budget for the Chapter, the Executive Director may hire and/or appoint as necessary appropriate Chapter staff to provide administrative and program management services, and negotiate employment and/or management contracts on the Chapter's behalf. These duties include fixing compensation for such Chapter staff within the parameters of the approved budget.

**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 five 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 Chapter's Certificate 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.

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**ARTICLE IX
Dissolution**

SECTION 1. Dissolution

Upon the dissolution of the Chapter, 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 the Court of Common Pleas of 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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