FOURTH AMENDED AND RESTATED BY-LAWS
OF
THE SOCIETY OF THE FOUR ARTS, INC.
A Florida Not-For-Profit Corporation

Dated as of March 18, 2011
Minor Change 4-12-2019
FOURTH AMENDED AND RESTATED BY-LAWS

OF

THE SOCIETY OF THE FOUR ARTS, INC.

A Florida Not for Profit Corporation

ARTICLE I

NAME

The name of the corporation shall be “The Society of the Four Arts, Inc.” (the “Society”).

ARTICLE II

PURPOSE, POLICY AND RESTRICTIONS

2.1 Purpose. The Society is organized to: encourage and cultivate a taste for music, literature and other arts; to give or cause to be given in the Palm Beaches and elsewhere, presentations, concerts and other entertainments, to acquire all necessary material for use in connection with the giving of such presentations, concerts and other entertainments; to bring into communication with each other all those who desire to elevate the standard of the arts and generally to do any and all things that might or could foster, promote and create the enjoyment of the arts; and in order to effect any or all of the foregoing to purchase and hold real estate and to erect, maintain, purchase or rent one or more buildings or other improvements, all or any part of the foregoing may be done in such manner and form and upon such terms and conditions as these By-Laws shall provide, subject to the limitations in the Articles of Incorporation, in the laws of the state of Florida and in the laws of any other state or political subdivision where the Society may operate. The Society is not-for-profit and is organized and shall be operated exclusively for the charitable, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the “Code”).

2.2 Restrictions.

(a) No part of the earnings of the Society shall inure to the benefit of any Trustee or officer of the Society, or to any other person (except that the Society may pay reasonable compensation for services rendered to or on behalf of the Society and make other payments and distributions in furtherance of one or more of its purposes), and no Trustee or officer of the Society, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Society. The Society shall pay no dividends.

(b) The Society shall not participate, directly or indirectly, 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. The Society shall not have the objectives nor engage in activities that would characterize it as an “action organization” as defined in Treasury Regulations.
(c) Notwithstanding any other provision of these articles, the Society shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

(d) The Society shall not discriminate, or permit discrimination by its officers, employees or agents, on the basis of race, color, religion, age, sex, sexual orientation or national origin.

(e) Upon the dissolution of the Society, the Board of Trustees will, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees of the Society shall determine. In making such determination, the Board of Trustees shall give preference to cultural organizations.

ARTICLE III

MEMBERSHIP

3.1 Application for Membership.

(a) Any member interested in sponsoring an applicant for membership in the Society may submit an application for membership in the Society on such form as shall be provided by the Society. Each applicant must obtain sponsorship from two (2) current members of the Society in order to become eligible for consideration by the Membership Committee.

(b) The Membership Committee shall review each application for membership and shall annually select applicants to be admitted as members of the Society.

(c) Each membership shall be active until the earlier of a member’s death or termination as provided for in Section 3.4.

3.2 Voting. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

3.3 Payment of Fees.

(a) New Members. Membership dues, and any other applicable fees and contributions, shall be tendered to the Society upon acceptance of membership. Membership dues will not be refundable.

(b) Existing Members. Annual membership dues and other applicable fees shall be tendered to the Society at such date and time as determined by the Executive Committee. The amount of the annual membership dues shall be proposed by the Executive Committee and confirmed by the Board of Trustees.
3.4 **Termination of Membership.** Any member may have his or her membership terminated with or without cause, which shall include the failure to pay membership dues in accordance with Section 3.3, at any time by the vote or written consent of a majority of all of the members of the Executive Committee.

3.5 **Annual Membership Meeting.**

(a) The Annual Meeting of the membership of the Society for the purposes of electing trustees and for the transaction of other business authorized to be transacted by the members shall be held during the month of March of each year, at a time and place to be designated by the Board of Trustees.

(b) The order of business at the Annual Meetings of the Society shall be as follows, unless changed by the vote of the majority of those present:

1. The reading of the minutes of the last Annual Meeting; unless waived;
2. Report of the Committee on Governance and Leadership;
3. Election of trustees and appointment of officers; and
4. Other Matters.

3.6 **Special Membership Meetings.** Special meetings of the membership of the Society may be called by the Chairman, or upon request in writing of at least twenty percent (20%) of the members of the Society, or upon the request of at least five (5) members of the Executive Committee.

3.7 **Notice of Meeting.** Notice of the date, time, place and purpose or purposes of any annual or special meeting of the members of the Society shall be served, either personally, by mail, by facsimile or by electronic mail, not fewer than ten (10) nor more than forty (40) days before the meeting, upon each person who appears upon the books of the Society as a member of the Society entitled to vote. If mailed, such notice shall be directed to such member at his or her address as it appears on the books of the Society, unless a member has filed with the Secretary a written request that notices intended for such member shall be mailed to some other address, in which case the notice shall be mailed to the address designated in such request.

3.8 **Proxies.**

(a) A member may vote at any meeting of the members in person or by proxy.

(b) A member may appoint a proxy to vote or otherwise act for him or her by signing a proxy appointment form, either personally or by his or her attorney in fact. A photographic, telecopy or equivalent reproduction of a proxy appointment form is a sufficient proxy appointment form. An appointment of a proxy is effective when received by the Secretary or other officer authorized to tabulate votes for the Society.

(c) The death or incapacity of a member appointing a proxy does not affect the right of the Society to accept the proxy’s authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises his or her authority under the appointment.
3.9 **Quorum.** At a membership meeting of the Society, the presence of a majority of members entitled to vote in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law. Except as otherwise set forth in these By-Laws, every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act approved by the membership, unless a greater number shall be required by the Articles of Incorporation or these By-Laws, or the provisions of Chapter 617 of the Florida Statutes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting.

ARTICLE IV

BOARD OF TRUSTEES

4.1 **Number, Tenure and Qualifications.** The business and affairs of the Society shall be managed by a Board of Directors, who shall also be known as the Board of Trustees, (the “Board”) composed of not less than twenty-five (25) members (the “Trustees”). Each Trustee shall serve for a period of one (1) year and until his or her successor has been elected or until his or her earlier resignation, removal from office, or death. Except as otherwise provided by the laws of the state of Florida or by these By-Laws, the Board of Trustees may, by general resolution, delegate to committees or to officers of the Society, its powers as it sees fit. The Board of Trustees shall determine the total number of Trustees and may increase or decrease the total number of Trustees from time to time. Trustees need not be residents of the State of Florida.

4.2 **Election.** The Committee on Governance and Leadership shall nominate persons to serve on the Board of Trustees. The members shall then elect the number of Trustees to fill the Board of Trustees from the slate of nominees by a vote of the majority members present at the Annual Meeting in which a quorum is present. If Trustees are not elected at the Annual Meeting, the incumbent Trustees may, by general resolution, delegate to committees or to officers of the Society, its powers as it sees fit. The Board of Trustees shall continue in office until their successors are qualified and elected. Each trustee shall be notified in writing each year of his or her election as a trustee.

4.3 **Removal of Trustees.** Any member of the Board of Trustees may be removed from office with or without cause at any time by the vote or written consent of a majority of all of the members of the Executive Committee. If removal is effected at a meeting of the Board of Trustees, any vacancies created thereby may be filled by the Board of Trustees, in accordance with Section 4.5, at the same meeting.

4.4 **Resignation of Trustees.** A Trustee may resign at any time by delivering written notice to the Board of Trustees. A resignation is made effective when notice is delivered unless the notice specifies a later effective date. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires. Absence from three (3) consecutive trustee meetings within a board year, without excuse, may be deemed as having resigned from the Board. Confirmation of such absences and subsequent removal shall be given the Trustee, in writing, by the Secretary. Notice of removal shall be given in writing to the Trustee by the Secretary not more than 10 days subsequent to such action.
4.5 Vacancies on Board. Whenever any vacancies shall occur on the Board of Trustees by
death, resignation, or removal, the same may be filled from a slate of Trustees proposed by the Committee
on Governance and Leadership by the affirmative vote of a majority of the remaining Trustees though less
than a quorum of the Board of Trustees, and the Trustee(s) so elected shall hold office only until the next
Annual Meeting of the members.

4.6 Annual Meeting. An Annual Meeting of the Board of Trustees shall be held immediately
after the Annual Membership Meeting, in accordance with Section 3.5, for the purposes of organization,
the election of a Chairman, a President, a Secretary and a Treasurer, and the transaction of such other
business as may come before the Board of Trustees, and, if a quorum of the Trustees be then present, no
prior notice of such meeting shall be required to be given.

4.7 Regular Meetings. In addition to the Annual Meeting, the Board of Trustees may hold
other regular meetings at such times as shall be fixed by the Board of Trustees. The Board of Trustees may
publish a schedule of regular meetings to be held during the course of the ensuing year, and
notwithstanding Section 4.10, such additional regular meetings may be held without any additional
notice. The Chairman shall preside at any regular meeting of the Trustees.

4.8 Special Meetings. Special meetings of the Board of Trustees may be called by the
Chairman or any Vice Chairman and must be called by any one of them upon the written request of forty
percent (40%) of the members of the Board. The person or persons authorized to call special meetings of
the Board of Trustees may designate any place as the place for holding any special meeting of the Board
of Trustees called by them. If no designation is made, the place of meeting shall be the principal office of
the Society.

4.9 Voting. Each Trustee shall be entitled to one (1) vote on each matter submitted to a vote
of the Board of Trustees.

4.10 Notice of Meetings. Notice of all meetings, other than regular meetings as set forth in
Section 4.7, shall be given either by mail at least ten (10) days before the time of the holding of the meeting
to the usual business or residence address of the Trustee, or by facsimile or electronic mail at least three
(3) business days before the time of the holding of the meeting to the facsimile number or electronic mail
address, as applicable, that the Trustee has provided to the Society for notice purposes. Such notice may
be waived by any Trustee. Notice in each case shall specify the place, day and hour of the meeting, and in
the case of a special meeting, the purpose or purposes of the special meeting, provided that these By-
Laws may be neither amended nor repealed nor may new By-Laws be adopted at any meeting unless the
notice of such meeting shall contain a description of the proposed changes. Notice shall be given by the
Secretary, or in his or her absence or upon his or her failure to act, by an officer designated by the
Chairman.

4.11 Quorum. A quorum shall consist of the lesser of twenty (20) members of the Board or a
majority of the Trustees. Except as otherwise set forth in these By-Laws, every act or decision done or
made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be
regarded as the act of the Board of Trustees, unless a greater number shall be required by the Articles of
Incorporation or these By-Laws, or the provisions of Chapter 617 of the Florida Statutes. A meeting at
which a quorum is initially present may continue to transact business notwithstanding the withdrawal of
Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting.
4.12 **Waiver of Notice.** The transactions of any meeting of the Board of Trustees, however called and noticed or wherever held, shall be valid as though voted on at a meeting of the Board of Trustees held after appropriate notice if a quorum is present and if, either before or after said meeting, each of the Trustees not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Trustee who attends the meeting without protesting, before or at its commencement, the lack of notice to that Trustee.

4.13 **Adjournment.** Notwithstanding Section 4.11 to the contrary, a majority of the Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

4.14 **Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than seventy-two (72) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 4.10 of this Article, to the Trustees who were not present at the time of the adjournment.

4.15 **Fees and Compensation of Trustees.** Trustees and officers (other than the President) shall serve without compensation, except as otherwise determined by the Board.

4.16 **Action Without Meeting.** Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing prior to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**ARTICLE V**

**ADVISORY AND EMERITUS TRUSTEES**

The Executive Committee or the Chairman may appoint advisory and/or emeritus trustees (the “Advisory and Emeritus Trustees”). Advisory and Emeritus Trustees shall not be entitled to vote on matters brought before the Board of Trustees but may, if requested, offer their advice and counsel on such matters. Advisory and Emeritus Trustees shall not affect the determination of whether a quorum of Trustees exists for any purpose. Advisory and Emeritus Trustees may be removed from office for any reason by the Executive Committee or the Chairman. Persons qualified for election as Trustee Emeritus shall have attained the age of eighty (80) or served as Trustees for at least twenty (20) years.

**ARTICLE VI**

**COMMITTEES**

6.1 **Standing Committees.** The Chairman shall designate annually from among the members of the Board of Trustees, which designations, with the exception of the Membership Committee, shall be confirmed by the Board of Trustees, the following standing committees, which committees shall possess and exercise such authority in the management of the business of the Society as the Board of Trustees shall determine, and set forth in a written resolution or resolutions:
(a) Executive Committee.

(1) An Executive Committee (the “Executive Committee”), which shall consist of the Chairman, the Vice Chairmen (among whom one Vice Chairman shall serve as Assistant Secretary), the Treasurer, the Secretary and such additional members, which shall not be less than three (3) nor more than twelve (12), as may be appointed by the Chairman and confirmed by the Board of Trustees, shall have and may exercise all the authority of the Board of Trustees between Board meetings except that the Executive Committee shall not have the authority to: (i) fill vacancies on the Board of Trustees or any committee thereof; or (ii) adopt, amend, or repeal the By-Laws or the Society’s Articles of Incorporation.

(2) Notice of Executive Committee Meetings. The Executive Committee shall meet at the call of the Chairman, who shall act as its chairman. Notice of all Executive Committee meetings, other than regularly scheduled meetings, shall be given either by mail at least at least three (3) business days before the time of the holding of the meeting to the usual business or residence address of the member of the Executive Committee, or by facsimile or electronic mail at least at least one (1) business day before the meeting to the facsimile number or electronic mail address, as applicable, that the member of the Executive Committee has provided to the Society for notice purposes. Such notice may be waived by any member of the Executive Committee. Regularly scheduled meetings of the Executive Committee may be held without notice at such time and place as shall be determined by the Chairman. Subject to the limitations set forth herein, any business may be transacted at any Executive Committee meeting.

(3) Quorum for Executive Committee Meetings. A quorum shall consist of the majority of the members of the Executive Committee. Except as otherwise set forth in these By-Laws, every act or decision done or made by a majority of the members of the Executive Committee present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee, unless a greater number shall be required by these By-Laws, or the provisions of Chapter 617 of the Florida Statutes. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members of the Executive Committee, if any action taken is approved by at least a majority of the required quorum for that meeting.

(4) Meetings of the Executive Committee by Means of a Conference Telephone or Similar Communications. Members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(5) Waiver of Notice. The transactions of any meeting of the Executive Committee, however called and noticed or wherever held, shall be valid as though voted on at a meeting of the Executive Committee held after appropriate notice if a quorum is present and if, either before or after said meeting, each of the members of the Executive Committee not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any member of the Executive Committee who attends the meeting without protesting, before or at its commencement, the lack of notice to that member.
(6) **Action Without Meeting.** Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all members of the Executive Committee shall individually or collectively consent in writing prior to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Committee. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee.

(b) **Committee on Governance and Leadership.** A Committee on Governance and Leadership consisting of no fewer than three (3) members to (i) nominate candidates for seats on the Board of Trustees, (ii) nominate a slate of candidates for Chairman, Secretary and Treasurer to be elected at the upcoming Annual Meeting by the Board of Trustees, (iii) develop, update as necessary and recommend to the Board organizational governance principles and policies, applicable to the Society, and (iv) monitor compliance with such principles and policies. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in these By-laws or otherwise assigned to it by the Board of Trustees. The members of the current Board of Trustees may submit recommendations for trustees and officers of the Society in writing to the Committee on Governance and Leadership at least thirty (30) days prior to the Annual Meeting.

(c) **Membership Committee.** A Membership Committee shall review membership applications on behalf of the Board of Trustees and select applicants for admission as members of the Society. The Membership Committee shall consist of the Chairman, who shall serve as the Membership Committee’s chairman and two (2) other members of the Board of Trustees who shall be appointed by the Chairman. To preserve the integrity of the Society’s membership process, the names of the non-Chairman members of the Membership Committee shall be kept confidential and all communications by or to the membership Committee shall be made by or to the Chairman as chairman of the Membership Committee.

(d) **Audit Committee.** An Audit Committee shall assist the Board of Trustees in fulfilling its oversight responsibilities for financial reporting; the system of internal control over financial reporting; the audit process and the Society’s process for monitoring compliance with laws and regulations. The responsibilities of the Audit Committee include the review of candidates to serve as independent auditors; financial reporting processes and audits of the financial statements; the internal audit program; summary audit results; compliance with applicable laws and regulations and such other matters as shall be determined by the Board of Trustees. Upon completion of the annual audit for the Society, the Audit Committee shall cause the independent auditor to deliver the annual financial audit to the Board of Trustees, the Finance Committee and the Audit Committee.

(e) **Finance Committee.** A Finance Committee shall review proposed policies and Board actions which have significant financial impact, shall recommend appropriate action to the Executive Committee and to the Board, as appropriate, and shall monitor results of such actions. The responsibilities of the Finance Committee include review of proposed actions relating to the establishment of budgets; monitoring financial performance; investment policy and management; external borrowings; determining compensation and such other matters as shall be determined by the Board of Trustees. All members of the Finance Committee shall be members of the Board of Trustees. The chairman of the Finance Committee shall be an ex officio member of all subcommittees of the Finance Committee. The Finance Committee shall have the following subcommittees whose members shall be appointed by the Chairman and which shall assist the Finance Committee in discharging its duties:
(1) **Compensation Subcommittee.** The Compensation Subcommittee shall assist the Finance Committee by evaluating the performance of the President and determining proper compensation for the President. From time to time, as requested by the President, the Board or the Executive Committee, the Compensation Subcommittee shall also give advice on policies governing insurance, retirement and deferred compensation plans, bonus pools and other compensation for executives and employees. The Compensation Subcommittee shall also perform such tasks as requested by the Executive Committee. In discharging its duties, the Compensation Subcommittee shall, among other matters, consider (i) the functions required and actually performed by the President (and, when relevant, other employees); (ii) the level of skill or diversity of experience necessary to perform such functions; (iii) the amount of time the President (and, when relevant, other employees) will spend performing these functions, and (iv) the level of compensation paid by other, similarly situated organizations to such officers or employees. The Compensation Subcommittee shall consist of at least two (2) members of the Finance Committee.

(2) **Investment Subcommittee.** The Investment Subcommittee shall assist the Finance Committee in the review and evaluation of investment policies of the Society. The responsibilities of the Investment Subcommittee include providing knowledgeable, objective and independent advice to the members of the Finance Committee on strategic investment planning and policy; investment opportunities; and such other matters as shall be determined by the Board of Trustees. The Investment Committee shall take all necessary steps to ensure that the Society does not make any investments in such manner which would result in the revocation of the Society’s tax exemption under section 501(c)(3) of the Code, as it now exists or as they may hereafter be amended. The Investment Subcommittee shall consist of at least two (2) members of the Finance Committee.

6.2 **Other Committees of the Board of Trustees.** The Chairman may appoint other committees for the purpose of fostering the Society’s mission. The committee(s) created pursuant to this Section 6.2 shall serve only in an advisory capacity, and such committees (and their respective members) shall, except as set forth in this Section 6.2, have no legal authority to act for the Society. Members of all advisory committees shall be appointed by the Chairman, but need not be members of the Board. The Chairman shall appoint the chairman of each advisory committee. Such chairman shall preside at, and shall fix the place, time and date of, the committee meetings. All committees shall be under the control of the Executive Committee and the Board and shall have charge of such duties as may be assigned to them by the Chairman. Advisory committees shall meet as frequently as may be necessary or appropriate. The Chairman may remove any member of a committee with or without cause. The Chairman may terminate the existence of any committee at any time.

6.3 **Removal of Committee Members.** Any member of any committee of the Society may be removed from office with or without cause at any time by the Chairman, the Executive Committee or the Board of Trustees.

6.4 **Minutes of Committee Meetings.** The following committees shall keep minutes:

(a) the Executive Committee;

(b) the Audit Committee; and

(c) the Finance Committee.

**ARTICLE VII**
OFFICERS

7.1 Officers. The officers of the Society shall be the Chairman, five (5) Vice Chairmen (among whom one Vice Chairman shall serve as Assistant Secretary), the President, the Secretary, the Treasurer and the Assistant Treasurer. All such officers shall be members of the Board of Trustees. Any number of offices may be held by the same person; provided however, no officer shall execute, acknowledge or verify any instrument in more than one capacity.

7.2 Appointment and Term of Office. Except as set forth herein, the officers of the Society shall serve for a one (1) year term. Except as set forth herein, officers shall be elected or appointed annually by the Board of Trustees at its Annual Meeting. Each officer shall hold office until a successor has been duly appointed and qualified, or until an earlier resignation, removal from office, or death.

7.3 Chairman. The Society shall have a Chairman who shall be the chief governing officer of the Society and shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business and the officers of the Society. The Chairman shall preside at meetings of the Board of Trustees and the Executive Committee and shall exercise and perform such other powers and duties as may be from time to time assigned by the Board of Trustees or prescribed by the By-Laws. Except as otherwise set forth in these By-Laws, the Chairman shall be an ex officio voting member of all committees of the Society.

7.4 Vice Chairmen. The Society shall have five (5) Vice Chairmen who shall be appointed annually by the Chairman. The Vice Chairmen shall have such powers and perform such duties as from time to time may be prescribed for them respectively by the Board of Trustees or the By-Laws and the Chairman. In the absence of the Chairman, the Executive Committee shall designate one of the Vice Chairmen to perform the duties of the office of Chairman as Interim Chairman until the next Annual Meeting, except that such Interim Chairman shall have no right to appoint any members of the Committee on Governance and Leadership while serving as Interim Chairman of the Society.

7.5 President. The President shall be elected annually by the Board of Trustees. Subject to such supervisory powers given by the Board of Trustees to the Chairman, the President shall be the chief executive officer of the Society and shall have the general powers and duties of management usually vested in the office of President of a corporation, including the direction of the day-to-day organizational operations of the Society, and shall have such other powers and duties as may be prescribed by the Board of Trustees, the By-Laws or as may be set forth in a written agreement between the President and the Society. The President shall be a non-voting ex officio member of the Executive Committee of the Society and a voting member of the Board of Trustees.

7.6 Assistant Secretary. The Assistant Secretary will act in the Secretary’s place when the Secretary is absent. One Vice Chairman shall serve as Assistant Secretary.

7.7 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Trustees may direct, a book of minutes of all meetings and actions of Trustees and the Executive Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present and a record of the proceedings. The Secretary shall give, or cause to be given, notice of all meetings required by the By-Laws or by law to be given, and he shall keep the seal of the Society if one is adopted, in safe custody, and shall have such
other powers and perform such other duties as may be prescribed by the Board of Trustees or by the By-Laws.

7.8 **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounting records of all transactions of the Society including accounting for its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Society with such depositaries as may be designated by the Board of Trustees (or the Executive Committee pursuant to Section 6.1(a) of these By-Laws). The Treasurer shall prepare, or have prepared, financial statements on a periodic basis including a statement of financial position, statement of activities, statement of cash flows and such other statements as requested by the President, the Board of Trustees, the Executive Committee or those that are required to be in compliance with not-for-profit accounting. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees, or the Executive Committee pursuant to Section 6.1(a) of these By-Laws, or these By-Laws.

7.9 **Assistant Treasurer.** The Assistant Treasurer, in general, shall perform such duties as shall be assigned to him or her by the Treasurer, the President, the Board of Trustees, or these By-Laws.

7.10 **Removal of Officers.**

(a) **Removal of the Chairman.** The Chairman may be removed from office For Cause upon the vote of two-thirds (2/3) of the Board of Trustees. For purposes of this section, “For Cause” shall mean any act of personal dishonesty, misfeasance, malfeasance, willful misconduct, breach of fiduciary duty involving personal profit, or engaging in any illegal activity or any activity which tends to impair the Society’s good name or reputation, as reasonably determined by the Board of Trustees.

(b) **Removal of Officers Other Than The Chairman.**

1) Except as otherwise set forth in Section 7.11(a), the Board of Trustees or a majority of the Executive Committee may remove any officer of the Society from his or her office or position at any time, with or without cause.

2) The Chairman may remove any Vice Chairman of the Society from his or her office or position at any time, with or without cause.

7.11 **Vacancies.**

(a) **Chairman.** In the event of a vacancy in the office of the Chairman by reason of death, resignation, incapacity or removal, the same shall be filled by the affirmative vote of a majority of the members of the Executive Committee from the current Vice Chairmen of the Society. Such person shall hold office as Interim Chairman until a new Chairman is elected by the Board of Trustees, which shall occur no later than the next Annual Meeting of the Board of Trustees. Notwithstanding anything in these By-Laws to the contrary, the members of the Committee on Governance and Leadership in office at the time of such vacancy shall continue to serve on the Committee on Governance and Leadership until the election of a new Chairman by the Board of Trustees.

(b) **Officers Other Than The Chairman.**
(1) In the event of a vacancy in the office of Vice Chairman by reason of death, resignation, or removal, such office shall be filled by the Chairman and such officer shall hold office only until the next Annual Meeting of the Board of Trustees.

(2) In the event of a vacancy in the office of President, Secretary, Treasurer or any other office established by the Board of Trustees not otherwise addressed in this Section 7.11 by death, resignation, or removal, the same shall be filled by the affirmative vote of a majority of the Board of Trustees or Executive Committee, and the officer so elected shall hold office only until the next Annual Meeting of the Board of Trustees.

ARTICLE VIII

BOOKS AND RECORDS

The Society shall maintain accounting records and shall keep records of minutes of all meetings of its Board of Trustees and the committees set forth in Section 6.4 of these By-Laws, a record of all actions taken by the Board of Trustees without a meeting, and a record of all actions taken by the Executive Committee. The Society shall keep a copy of the following records: (a) its Articles or Restated Articles of Incorporation and all amendments thereto currently in effect; (b) its By-Laws or Restated By-Laws and all amendments thereto currently in effect; (c) a list of the names and business street addresses of its current Trustees and officers; (d) its most recent annual report delivered to the Department of State; and (e) the audit management letters (with any responses thereto). Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE IX

INDEMNIFICATION

This Society shall indemnify its Trustees, its officers and its employees to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

This Society may pay expenses incurred by an officer or Trustee of the Society in defending a civil or criminal proceeding in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Trustee or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Society pursuant to provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board deems appropriate.
ARTICLE X

MISCELLANEOUS

10.1 Corporate Seal. The Board of Trustees may provide for a corporate seal which may be facsimile, engraved, printed or an impression seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the words “seal” and “Not for Profit, Florida” and the year of incorporation.

10.2 Execution of Contracts. The Board of Trustees or the Executive Committee, except as may be otherwise provided in these By-Laws, may authorize any officer or officers, employee or employees, agent or agents, to enter into any contract or execute and deliver any contract or other instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. Unless authorized so to do by these By-Laws, the Board of Trustees, or the Executive Committee, no officer or agent or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

10.3 Borrowing, Checks, Drafts, Etc. The Society, whenever its general interests require, may borrow money, obtain credit and issue evidences of indebtedness for the repayment thereof, may guarantee evidences of indebtedness or other types of securities issued by others, and may assign and grant interests in any property or assets of the Society as security for such debts and obligations. All promissory notes, guarantees, checks, drafts or other evidences of indebtedness issued in the name of the Society shall be signed or endorsed by such officer or officers, employee or employees, or agent or agents of the Society, as shall from time to time be determined by resolution of the Board of Trustees or the Executive Committee.

10.4 Gender, etc. All masculine pronouns and any variations thereof shall be deemed to refer to the masculine, feminine or singular or plural as the identity of the person(s) may require.

10.5 Severability. If any portion or provision of any Article or Section of these By-Laws or the application of such portion or provision to any person or circumstances shall be held invalid, the validity of the remaining portions and provisions of these By-Laws and their application to other persons and circumstances shall not be affected thereby.

ARTICLE XI

AMENDMENTS

These By-Laws may be altered, amended or repealed by the members at any Annual or special meeting of the members by a two-thirds (2/3) vote of the members present in person or by proxy and entitled to vote, or at any regular or special meeting of the Board of Trustees by a two-thirds (2/3) vote of the Trustees present.