

ELDER CARE SERVICES BYLAWS



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ARTICLE I – NAME AND PURPOSE

This organization is incorporated under the laws of the State of Florida. The name of this corporation, which is a corporation not for profit, shall be Elder Care Services, Inc. (hereinafter referred to as ECS). The purpose of ECS is to serve elders and their caregivers and to enable elders to live independent and productive lives

ARTICLE II - BOARD OF DIRECTORS

Section 1: General Powers. The Board of Directors (hereinafter “Directors” or “Board”) shall have and may exercise all powers necessary for the operation and purposes of ECS, subject to the Florida Statutes, the Articles of Incorporation, the policies of ECS, and these Bylaws. The Board may delegate the performance of any duties or the exercise of any powers to such officers, agents, including any committees appointed by the Board of Directors, as the Board may from time to time designate in accordance with these Bylaws.

Section 2: Role & Responsibilities. Directors shall be responsible for overseeing the mission, purpose, and governance of the organization. Its duties include participation in strategic planning, recommending policy, resource development, and ongoing review of the service delivery model. The Board of Directors shall employ or terminate the services of the President and set the duties and responsibilities of the position. Each Director is expected to attend the requisite meetings, follow through on commitments, and participate fully in the planning activities of ECS. Additionally, Directors will represent the organization’s image to the community and solicit its support in achieving the outlined goals of ECS. Upon election to the Board of Directors, new Directors shall review and execute the Board of Directors position narrative acknowledging the enumerated responsibilities and agreeing to fulfill them.

Section 3: Number of Directors. The Board shall consist of not less than twelve (12) Directors and no more than twenty-one (21) Directors, all being voting members. The President & CEO will be an ex officio, non-voting member of the board. At least one-third (1/3) of the voting members of the board shall be 60 years of age or older.

Section 4: Term of Office. Directors shall be elected for one (1) three (3) year term, with one-third of the terms expiring each year in order to provide for continuity of membership. Directors in good standing may be renewed for two (2) additional three (3) year terms. After having served three (3) consecutive three (3) year terms, Directors must vacate the Board for at least one (1) year before consideration can be made to serve on the Board again.

Section 5: Resignation, Removal, and Vacancies. Any Director may resign at any time by delivering a written resignation to the Board Chair or President & CEO of ECS. Board members may be removed for not meeting service expectations as outlined in these bylaws and the Board of Directors position narrative; provided, however, before he or she is removed against his or her consent, he or she shall be given an opportunity to be heard. Removal from the Board shall be by vote of a majority of the Board of Directors. Vacancies, whether created by death, resignations, or otherwise, on the board of directors

may be filled for the unexpired terms upon recommendation by the Governance and Nominations Committee and vote of the Board of Directors at a regular meeting.

Section 6: Quorum. A quorum shall be constituted by a majority of the Board of Directors at any meeting of the Board. A majority of the Directors present may act on the business of ECS at a meeting at which a quorum is present, except for changing these bylaws in accordance with Article X, Section 1. A meeting at which a quorum is not present may adjourn without further notice until a quorum is obtained.

Section 7: Election of Directors. The Governance and Nominations Committee, with assistance and advice from other board members and the President & CEO, shall review applications for vacancies and nominate persons for election to the Board of Directors and as Officers of Board. Elections may be held at any general board meeting or as determined by the Board. Prospective Board members should be nominated because of their interest and activity in the field of aging and aligned with the needs of the organization. A former employee of Elder Care Services, Inc., who left the organization in good standing, can be nominated to serve as a Board member after a three (3) year period has passed since their termination date. Board members will be elected by the Board of Directors by a two-thirds vote of the Board. The governance and nominations committee shall review the attendance and performance of incumbent directors, particularly those up for renewal.

Section 8: Compensation. Directors shall serve without compensation for services rendered to ECS. The Board of Directors may determine whether directors shall be entitled to receive reimbursement for expenses incurred in connection with the rendering of services to ECS.

Section 9: Emeritus Board Member. Past and retiring board members, who have served ECS with distinction and in an exemplary manner, may be recognized as ECS emeriti board members no earlier than six months after retiring from the board. Former board members to be recognized as emeriti board members shall be nominated via an application process by the governance and nominations committee and voted on by the board at a regular meeting. Emeriti board members shall not be entitled to any voting rights, but they shall be invited to board meetings and associated board functions.

Section 10: Board Giving. Each member of the Board of Directors shall make one or more direct cash charitable contributions (individual or company-owned) to the Organization totaling at least \$250 per calendar year during each year that member serves on the Board of Directors. In-kind contributions shall not be applied to satisfy this requirement. Additionally, each board member must produce annual referrals totaling at least \$500 in value to ECS – the referrals can include cash gifts or in-kind gifts. Financial hardship, as determined by the Executive Committee, may be considered as a waiver for this giving requirement – however, it may be utilized only once only once during a three-year service term.

ARTICLE III - MEETING OF THE BOARD

Section 1: Regular Meetings, Annual Meeting, Special Meetings and Notice. Regularly scheduled Board meetings will be held quarterly at such times and places as determined by the Board and Staff

leadership. Notice of such meetings shall be provided to Directors not less than ten (10) calendar days prior to the date thereof: however, this requirement may be waived in writing by the Board of Directors in the case of emergency meetings. Each February, the organization will hold an annual meeting to present the prior year's annual report, to submit board member, Officer and Committee Chair nominations and renewals, and to pass the gavel. Special meetings of the Board of Directors may be called by the Chair and noticed by the Secretary. In the case of a special meeting, a notice of the time and place of the meeting and the purpose or purposes for which the meeting is called shall be given to each Director, either personally or by mail or electronically, not less than seven (7) calendar days before the date of the meeting. Board members must attend at least **75%** of regularly scheduled board meetings. Additionally, each Board member must serve on at least one standing committee and attend at least **50%** of regularly scheduled committee meetings. Qualifying attendance includes in person, via phone, and virtual platform (e.g., Zoom). Once during a given three (3) year term, a board member who sustains an illness or medical condition can request a temporary leave of absence from the Board for up to six (6) months.

Section 2: Voting: At all meetings of the Board of Directors, except as otherwise expressly required by these Bylaws, all matters shall be decided by the vote of a simple majority of the Directors present at a meeting at which a quorum exists. A Director may participate in a meeting utilizing a telephone conference or similar communications equipment through which 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.

Section 3: Action Without a Meeting. The provisions of this Article notwithstanding, in the event that the Chair, in his or her sole discretion, determines that there is a need for ECS to take action on a time-sensitive matter requiring a Board vote to be taken prior to the next scheduled Board meeting, then the Chair may call for an electronic vote by issuing a Notice of E-Mail Vote ("NOTICE"). No electronic vote shall become effective to decide the issue unless all of the following conditions are met:

- a. The NOTICE shall be e-mailed to the full membership of the Board at least 24 hours in advance of the date and time of closure of the vote, which date and time shall be stated in the Notice in the bold text under the heading "DEADLINE TO VOTE";
- b. The subject line of the NOTICE shall read: "ECS Notice of E-Mail Vote";
- c. The NOTICE shall clearly state the issue to be decided by electronic vote, which issue should, to the extent practicable, be limited to a single subject; and
- d. Upon the expiration of the deadline to vote described above, the total number of electronic votes (yea, nay or abstain) cast by the Board's voting members must equal or exceed the number of members whose presence is required to attain a quorum for voting at a regular Board meeting as described in Section 6 of Article III. Nothing in this section shall be construed to authorize proxy voting at regular board meetings or after-the-fact votes on any issues heard and decided by a vote of a quorum of the Board."

ARTICLE IV - OFFICERS

Section 1: Titles. The officers of the Board shall be a Chair, Immediate Past Chair, a Vice-Chair, a Secretary, and a Treasurer. The Board may elect such other officers as they deem necessary.

Section 2: Election of Officers. The officers shall be nominated by the Governance & Nominations Committee, with advice and insight from President & CEO and other Board members. Directors proposed as officers shall be contacted in advance and must give approval for the Governance & Nominations Committee to place their names on the slate. Officers shall be elected each year at the annual meeting of the Board.

Section 3: Term of Office. A term of office shall be for one (1) year, or until a successor has been elected. Other than the Chair of the Board, an officer may be elected for up to three (3) consecutive terms but must vacate that office for at least one (1) year before becoming eligible for election again to that office.

Section 4: Removal and Vacancies. An officer may resign or be removed from office. After indication of inability to fulfill the responsibilities of an office, the Board shall consider the removal of an officer. Removal from an office requires a vote of the majority of the Board of Directors. With a recommendation from the Governance & Nominations Committee, a vacancy may be filled by a majority of the Directors present at a regular or special meeting.

Section 5: Chair. The Chair shall preside at all regular and special meetings of the Board. The Chair shall set the agenda for meetings in conjunction with the ECS President & CEO, appoint ad-hoc committees, and shall have the power to perform other duties as delegated by the Board. The Chair shall be limited to one term and then shall continue the Executive Committee as Immediate Past Chair.

Section 6: Immediate Past-Chair. The Immediate Past-Chair continues to serve until the completion of their board term on the Board of Directors and on the Executive Committee for a period of one year following his or her term as Chair. The Immediate Past-Chair provides guidance and a historical perspective in carrying out the mission of the organization.

Section 7: Vice-Chair. ECS shall have one Vice-Chair. A Vice-Chair shall perform duties as assigned by the Chair. The Vice-Chair shall act for the Chair in the event of absence or disability. The Vice-Chair shall be prepared to serve as Chair when necessary and to accept the role as the Chair's successor, if so, approved by the Board. Additionally, the Vice-Chair will chair the Governance & Nominations Committee.

Section 8: Secretary. The Secretary shall record, transcribe, and maintain accurate records of the meetings of the Board of Directors and shall have general charge over the files of the Corporation, except for the current year's financial records. With assistance from the appropriate staff liaison, the Secretary shall be kept informed by Committee Chairs of the attendance at Committee meetings, shall track attendance of Board meetings, and shall manage the terms of Board members and provide proper notice of upcoming term expirations to the appropriate committee.

Section 9: Treasurer. With assistance from the appropriate staff liaison, the Treasurer shall monthly review the financial statements of the organization and provide financial reports to the Board at each regular meeting. The Treasurer shall also assist in the preparation of an annual budget. The Treasurer shall work with ECS's President & CEO and an outside auditor on the audit of all financial transactions and records, as directed by the Board. The Treasurer shall chair the Finance and Audit Committee.

Article V – FINANCIAL PROCEDURES

Section 1: Funds. The funds shall be deposited in the name of the ECS in a bank(s) or other depository as the Board of Directors shall designate. Such funds may be withdrawn in accordance with the instructions of the Board of Directors and be kept in ECS's financial procedures manual.

Section 2: Fiscal Year. The fiscal year of ECS ends on December 31st each year.

Section 3: Books and Records. The books, accounts, and records of the organization, including copies of all policies adopted by the Board of Directors or the Executive Committee, except as may be otherwise required by the Laws of the State of Florida, shall be kept at the organization's headquarters in Florida, or at such places as the Executive Committee may from time to time designate. Such books, accounts and records shall be always open to inspection unless the Board of Directors, by resolution, designates particular times for such inspection.

Section 4: Budget. At a regular, or special, meeting preceding the beginning of the fiscal year, a budget displaying anticipated revenues and expenditures shall be adopted by a majority vote of the Board. The Treasurer shall make quarterly financial reports to the Board in a format consistent with the budget. The expenditure of the funds of ECS shall be in accordance with a budget recommended by the Finance & Audit Committee and approved by the Board of Directors prior to the expenditures, provided that funds contributed for designated purposes may be expended for such purposes upon approval of the Executive Committee.

Section 5: GAAP. The accounting procedures of the ECS shall comply with the accounting standards and requirements prescribed by the American Institute of Certified Public Accountants' Generally Accepted Accounting Principles and shall comply with the requirements of any Federal or state agency or other organization providing funds for any program.

Section 6: Audit: Each year and with the assistance of the appropriate staff liaison, the Finance and Audit Committee shall arrange for an audit of the financial records and transactions of the organization by an independent certified public accountant.

Section 7: Fundraising. Financial support of ECS shall be gained using methods consistent with the ethical standards of the local community and the fundraising industry.

Section 8: Investments. The Finance & Audit Committee shall develop an investment policy that shall be reviewed by the Executive Committee prior to being submitted to the Board of Directors for approval. The Finance & Audit Committee shall review the investment policy annually and revise it as needed, subject to review by the Executive Committee and approval by the Board of Directors.

Section 9: Investment Manager. The Board of Directors may employ an investment management company, a trust company, or the trust department of a bank or savings association authorized to do business in the State of Florida to manage its investment program. The investment company employed by the Board of Directors shall manage the organization's investable funds in accord with the investment policy approved by the Board of Directors.

Section 10: Surety Bonds. Surety bonds shall be required from all persons handling or responsible for organization funds or investments. The amount and form of such bonds and the companies issuing such bonds shall be approved by the Board of Directors, and the premiums shall be an expense of the organization.

Article VI – STANDING COMMITTEES

Section 1: Composition. There are 5 standing committees- the Executive Committee; the Governance and Nominations Committee; the Development and Public Relations Committee; the Programs and Services Committee; and the Finance and Audit Committee. Each Director shall serve on at least one standing committee and each member of the Executive Committee shall also serve on at least one other standing committee. Chairs and members of standing committees shall serve one-year terms. Standing committee members may succeed themselves for subsequent terms. At least 30 days prior to the annual meeting, the Chair of the Board – with assistance from the appropriate staff liaison - shall solicit requests for standing committee position assignments from the other Directors. Members of the Board of Directors will be notified of their committee assignments for the year at the annual meeting. The Chair of the Board shall be an ex-officio member of all committees. Staff liaisons will be appropriately aligned with each Standing Committee.

Section 2: Meetings. Each standing committee shall meet quarterly to advance the committee's objectives as stated herein and as directed by the Executive Committee. The chair of each standing committee shall schedule standing committee meetings in consultation with the Staff Liaison and the Board of Directors' meeting schedule. After each standing committee meeting and before the next meeting of the Board of Directors, the Committee Chair shall submit a status report and any recommendations made by that standing committee during its last meeting to the Executive Committee for evaluation and assessment. At any time, the Chair of a Standing Committee may call a special meeting with at least three (3) days' notice to committee members. The Chair of the Board of Directors may create ad-hoc committees – with a purpose statement and for a defined period of time - and appoint chairs to ad-hoc committees.

Section 3: Quorum. A quorum of each standing committee shall be at least 50% of that committee's membership. Unless otherwise provided herein, each standing committee may exercise its powers,

including the power to make recommendations to the Executive Committee, only by a majority vote of a quorum of the membership of the standing committee. In the event of a tie, the chairperson of the standing committee shall have the tie-breaking vote.

Section 4: Chairperson. In conjunction with the President & CEO and Chair of the Board, the Standing Committee Chair shall develop the committee's regular quarterly meeting schedule; develop an agenda at least seven (7) days in advance of each committee meeting; ensure orderly discussion of items on the agenda; lead the Standing Committee in the development of policy recommendations, as required, for presentation to and action by the Board; report on committee activities at the general board meetings; and provide recommendations to the Finance and Audit Committee to assist in developing the annual budget. As new committee chairs are elected, the former chair should meet with the new chair to review relevant policy documents and committee plans to provide a smooth transition. The Standing Committee Chair may also create sub-committees for a defined purpose and period and appoint a Sub-Committee Chair. Current Board members, Emeritus Board members, Honorary Board members, and other community stakeholders as appointed by the Sub-Committee Chair can serve on Sub-Committees. The Sub-Committee Chair must be a member of the ECS Board of Directors. All members of Sub-committees must fill out the required conflict of interest and confidentiality forms.

Section 5: Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments, and any Directors so elected shall be elected for the unexpired term of his/her predecessor.

Section 6: Rules and Regulations. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws.

Executive Committee

Section 7: There shall be an Executive Committee composed of the current Chair of the Board, the Vice-Chair, the Immediate Past Chair, the Secretary, the Treasurer, and the Chairs of the Standing Committees. The Chair of the Board shall be the chair of the Executive Committee. The President & CEO shall be a non-voting member of the Executive Committee and shall serve as the primary Staff Liaison for the committee. The Director of Human Resources at ECS may serve as the secondary Staff Liaison. The Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. The Executive Committee may establish a consent agenda and/or a regular agenda consisting of items for discussion at monthly Board meetings. A quorum of the Committee shall be a majority of its members. The Executive Committee shall be responsible for evaluating the President & CEO on at least an annual basis and shall have the power to recommend the hiring and firing of the President & CEO by a majority vote of a quorum of the Executive Committee. At the request of the President & CEO, the committee shall advise the President & CEO concerning specific personnel problems or questions. The President shall advise the Executive Committee of the disposition of all written complaints, including those of employment discrimination and harassment, and the circumstances of all involuntary terminations. The Executive Committee may not appoint or remove Directors. All proceedings of the Executive Committee shall be reported to the

Board at its next regular meeting and shall be subject to revision or alteration by the Board of Directors, providing no irrevocable rights of third parties shall be affected by such revision or alteration.

Section 8: The Executive Committee shall receive, evaluate and assess the recommendations of all other standing committees and ad-hoc committees before those recommendations are transmitted to the Board of Directors. The Executive Committee shall transmit the recommendations of the other committees to the Board at the next meeting of the Board of Directors and shall at that time also transmit the Executive Committee's evaluation and assessment of said recommendations to the Board. At least bi-annually and with the appropriate staff liaison, the Executive Committee shall also conduct a review of the ECS's Employee Handbook. The Executive Committee shall present the findings of its review at an annual meeting, including any proposed revisions or updates for the Board of Directors to vote upon.

Section 9: Any action required or permitted to be taken during a meeting of the Executive Committee may be taken by electronic vote in accordance with Article II Section 3.

Governance and Nomination Committee

Section 10: There shall be a Governance and Nomination Committee chaired by a member of the board of directors and composed of at least two other Directors to serve as committee members on the Governance and Nomination Committee. The Staff Liaison for the Governance and Nominations Committee will be the President & CEO. The duties of the Governance and Nomination Committee shall be as follows:

- a. To track, to report and to evaluate ECS directors on meeting service responsibilities each year and to recruit and identify prospects for ECS board service according to these Bylaws, and to submit nominees' names and reports to the Executive Committee and Board of Directors. Additionally, the Committee will review bylaws bi-annually.
- b. The Governance and Nomination Committee shall, at a minimum, present annual nominations for the officer positions of Chair, Immediate Past Chair, Vice-Chair, Treasurer, and Secretary. Additionally, the Governance and Nomination Committee will prepare an annual slate for Standing Committee Chair positions, board membership (including renewals), emeriti, and honorary recognition by ECS.
- c. In conjunction with the President & CEO, the Committee shall provide orientation for new board members and continuing education/training for all board members.

Development and Public Relations Committee

Section 11: There shall be a Development and Public Relations Committee chaired by a member of the Board of Directors nominated by the Governance and Nomination Committee and approved by majority vote of a quorum of the Board of Directors at the annual meeting. The Committee shall be composed of at least two other Directors to serve as committee members. The Staff Liaison for the Development and

Public Relations Committee will be the Chief Development Officer. The duties of the Committee shall be as follows:

- a. The Development and Public Relations Committee will oversee all fundraising and any earned income activities of ECS, including but not limited to, creating and updating revenue goals and plans, reviewing development reports and overseeing earned revenue activities and results, initiating earned revenue and fundraising projects and events, approving development gifts in accordance with ECS's development and gift acceptance policies, encouraging Board participation in fundraising and assisting in the implementation of development plans.
- b. The Development and Public Relations Committee shall oversee all marketing, communications, solicitations, public relations and community outreach in coordination with staff liaisons, including but not limited to, creating and updating all print, digital, and social communication plans and execution.

Programs and Services Committee

Section 12: There shall be a Programs and Services Committee chaired by a member of the Board of Directors nominated by the Governance and Nomination Committee and approved by a majority vote of a quorum of the Board of Directors at the annual meeting. The Programs and Services Committee shall be composed of at least two other Directors to serve as committee members. The Staff Liaison(s) for the Programs and Services Committee will be the Director of Elder Day Stay, the Director of Food Services, the Clinical Director, and the Director of Volunteers & Engagement. The duties of the Programs and Services Committee shall be as follows:

- a. The Programs and Services Committee shall coordinate assessments of the quality of ECS services and of community/client needs and determine if agency programs are meeting these needs.
- b. The Programs and Services Committee shall oversee food services, elder day stay, volunteer recruitment and retention and all other mission related programs and services, including but not limited to, research, evaluation, identification, policies, and procedures to meet programmatic goals, objectives, and strategies.
- c. The Committee shall develop and recommend short and long-range program goals to the Board and annually evaluate ECS's progress towards meeting these goals.

Finance and Audit Committee

Section 13: There shall be a Finance and Audit Committee chaired by a member of the Board of Directors nominated by the Governance & Nomination Committee and approved by a majority vote of a quorum of the Board of Directors at the annual meeting. The Finance and Audit Committee shall be composed of at least two other Directors to serve as committee members. The Staff Liaison for the Finance and Audit Committee is the Chief Financial Officer. The duties of the Finance and Audit Committee shall be as follows:

- a. The Finance and Audit Committee will oversee the finances of the organization. It is the committee's responsibility to evaluate the overall financial status of the organization based on the current market conditions and information provided by the financial institution(s) with which the organization does business. The committee shall periodically review the financial procedures of the organization and adherence to the organization's finance policies. The committee shall formulate an annual budget which shall be reviewed by the executive committee prior to being submitted to the board of directors for approval at the last board meeting before the new fiscal year. The committee shall fulfill its responsibilities in the audit process as outlined in Article 4, Section 5 and below.
- b. The Finance and Audit Committee shall approve the selection of the auditor, review the audited financial statements and management comment letter from the independent auditor, provide audit oversight by meeting with the auditor before the audit fieldwork to assist in risk assessment, meet with the auditors after the audited financial statements are issued to discuss any issues or concerns, and periodically review and assess internal controls and make recommendations for policy changes to the Board or procedural changes to management that may reduce risk for the organization.

Article VII - AD HOC COMMITTEES

Section 1: The Chair of the Board of Directors may create ad-hoc committees, with a purpose statement and for a defined period of no longer than 12 months, appoint chairs to ad-hoc committees, and appoint members to such ad-hoc committees based on the needs of the agency. Following the conclusion of its defined period, the Board Chair may elect to renew an ad-hoc committee for one or more successive terms.

Section 2: The members of any such ad-hoc committees shall perform such committee duties and functions as the Committee Chair or Board of Directors shall determine necessary and appropriate, and non-exclusive of standing committees' roles and responsibilities.

Section 3: All committees other than the standing committees and their contained sub-committees identified in these Articles will be designated as created on an ad-hoc basis.

Section 4: Members of ad-hoc committees can be current members of the Board of Directors, Emeritus Board Members, Honorary Board Members or other community stakeholders as appointed by the Committee Chair - however, the Chair of an ad-hoc committee shall be a member of the ECS Board of Directors. All members of an ad-hoc committee are required to sign the conflict of interest and confidentiality forms.

ARTICLE VIII - CONFLICTS OF INTEREST

Section 1: A conflict-of-interest may exist when the duties, responsibilities, interests or activities of any Director, officer, or employee of the Corporation may be seen as competing with the interests or

activities of ECS, or when the director, officer, or employee derives a financial or other material gains because of a direct or indirect relationship of ECS with any third-party.

Section 2: The Director or Officer shall disclose any possible conflict of interest in writing to the Board of Directors at the next meeting of the Board or the next meeting of the Executive Committee, whichever occurs first. The minutes of such meeting shall reflect all such disclosures. An employee shall disclose any possible conflict of interest in writing to the President & CEO, who shall disclose the conflict to the Chair of the Board, the Executive Committee, and the Board at the next meeting, whichever occurs first.

Section 3: When any conflict of interest is relevant to a matter requiring action by the Board of Directors or the Executive Committee, the person involved in the conflict shall abstain from voting on the matter.

Section 4: The conflict-of-interest policy set forth in this Article shall be furnished to each Director and each employee annually with the notice of the first annual meeting. Each Director and each employee shall submit the signed forms each year at the annual meeting.

ARTICLE IX – PRESIDENT & CHIEF EXECUTIVE OFFICER

Section 1: The Board of Directors shall employ a President to serve as Chief Executive Officer of ECS. The President & CEO shall manage the daily operations of the organization in a manner consistent with the policies established by the Board of Directors and the position responsibilities stated in the job description and shall perform such other duties as may be assigned by the Chair of the Board as approved by the Executive Committee. He or she may be recommended to the Board of Directors for dismissal by a majority vote of a quorum of the Executive Committee. The President & CEO will be an ex-officio non-voting member of the Board of Directors.

Section 2: The President & CEO shall be directly responsible to the Chair and ultimately responsible to the Board of Directors. All other ECS staff members shall be hired, directed, supervised, and terminated by the President & CEO in accordance with ECS Personnel Policies. The President shall serve as advisor to the Chair and to the Standing Committees. The President shall assemble information and data and prepare special reports as directed by the Board of Directors.

Section 3: The Board of Directors shall create a President & CEO Search Committee, comprised of Directors and community stakeholders to select the President & CEO. The Search Committee shall have at least 3 and no more than 7 members, provided that the number should be odd. The Search Committee may nominate no less than 3 candidates for the position of President & CEO. The Board, by majority vote taken at the creation of the Search Committee, may choose to conduct interviews of the candidates or may choose to hear a report from the Search Committee on the candidates. The full Board shall have the final power and authority to select the President & CEO from amongst the candidates. Selection shall be by and require a majority vote of the Board.

Section 4: At least annually, the Executive Committee will execute a performance review of the President & CEO, up to and including, input from staff and the Board of Directors.

ARTICLE X - MISCELLANEOUS

Section 1: Amendments: The Board of Directors may amend, revise, add to, repeal, or rescind these Bylaws, or any article thereof, and/or adopt new Bylaws at pleasure by a two-thirds (2/3) majority vote of a quorum of the members of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal, or rescission of the Bylaws, or adoption of new Bylaws, shall have been given at least seven (14) business days preceding the meeting along with a copy of the proposed amendment, revision, addition, repeal, or rescission. Amendments to the Bylaws shall be voted upon at any Board of Director's meeting, following notice and an opportunity for debate by the members of the Board of Directors. Amendments to the proposed amendments shall be allowed from the floor provided such amendment to the proposed amendment is limited to the same subject and does not seek to broaden the scope of the previously noticed amendment. These bylaws, on adoption, replace the existing bylaws of ECS.

Section 2: Indemnification: Except to the extent expressly prohibited by the Florida Not For Profit Corporation Act and other applicable laws, the Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith, reasonably believed their conduct was in the best interests of the Corporation, and with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. However, no person shall be entitled to indemnification under this section either in connection with a proceeding in which they were adjudged liable to the Corporation or with any other proceeding charging an improper personal benefit, whether or not involving action in their official capacity, in which they are ultimately adjudged liable on the basis of improperly receiving a personal benefit. Indemnification in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this section. No repeal or modification of this Section shall limit the rights of any eligible director or officer of the Corporation to indemnification with respect to any action or omission occurring prior to such repeal or modification.

Section 3: Parliamentary Authority: The modified edition of Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and are not in conflict with these Bylaws. To the extent of any inconsistency with Robert's Rules of Order, these Bylaws shall control.

Section 4: Applicable Law: The laws of the State of Florida shall apply in any litigation or dispute between parties concerning the construction and interpretation of these Bylaws. Any action, suit, or

other proceeding arising out of or related to these Bylaws shall be instituted in the United States District Court for the district encompassing Leon County, Florida, or the Circuit Court of the State of Florida in the circuit encompassing Leon County, Florida.

Section 5: Insurance: The Board of Directors shall exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against them or incurred by them in any such capacity or arising out of their status as such.

ARTICLE XI - DISSOLUTION

If the activities of ECS no longer seem desirable, ECS may be declared inactive in accordance with procedures specified by applicable state laws. All ECS's property and assets shall be distributed to an organization or agency serving a similar cause, in accordance with provisions of Section 501(c)(3) of the Internal Revenue Service code.