



Amended and Restated
By-Laws of
Coexistence, Inc.
A Florida Not for Profit Corporation

ARTICLE I
NAME & PURPOSE

- Section 1.** **Name:** The name of the corporation shall be Coexistence, Inc. It shall be a not for profit corporation incorporated under the Florida Not for Profit Corporation Act (Chapter 617 F.S.) (hereinafter, the “Act”).
- Section 2.** **Purpose:** Coexistence, Inc. is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II
BOARD OF DIRECTORS

- Section 1.** **Board Role, Size and Compensation:** The Board of Directors (hereinafter, the “Board”) is responsible for all affairs of the corporation and shall have and may exercise all the powers of the corporation as permitted by federal law, state law to include the Act, its Articles of Incorporation and these Amended and Restated By-Laws. The Board is responsible for the overall policy and direction of the corporation and may delegate responsibility for day-to-day operations to an executive committee, staff and other committees. Directors of the corporation shall not be personally liable for its debts, liabilities or other obligations. The number of directors shall be designated by resolution of the Board from time to time but shall in no event be less than three (3). Directors shall meet such requirements for the office as the Board may determine to be appropriate from time to time. There shall be one (1) STAR student director elected each year who shall serve pursuant to the terms of these By-Laws. The STAR director shall be a full voting member of the Board.
- Section 2.** **Terms:** The term of a director shall be one (1) year for the initial term and for two (2) years for any additional term thereafter. If a director is not then replaced, the term shall extend thereafter until his or her successor is duly elected and qualified or until he or she resigns or is removed from office. STAR student directors shall serve for a term of one (1) year.



- Section 3. Meetings and Notice:** The Board shall meet at least three times per calendar year at an agreed upon time and place. Except in an emergency as determined by the chair in his or her sole and absolute discretion, all notices pursuant to this Article shall be delivered no less than two (2) calendar days prior to the date and time of any meeting. Notice may be delivered in person, by mail, e-mail, facsimile or any other means reasonably calculated to insure delivery. Attendance at a meeting by any director shall constitute a waiver of any notice requirements by said director except where a director participates in a meeting for the sole purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully convened or called.
- Section 4. Special Meetings:** Special meetings of the Board shall be called upon by the request of the chair, vice-chair or one-third of the Board. Notices of special meetings shall be delivered by the secretary in person, by mail, e-mail, facsimile or any other means reasonably calculated to insure delivery, at least twenty-four (24) hours prior to the date and time of the special meeting.
- Section 5. Waiver of Notice:** Whenever any notice is required hereunder, whatever is required to be given under the provisions of the law, the Articles of Incorporation of this corporation or these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.
- Section 6. Conference by Telephone:** Meetings of the Board may be held by means of telephone conference or similar communication equipment by which all directors participating in the meeting can hear each other. Participating in a meeting by telephone or similar communications equipment is deemed to be present in person at the meeting.
- Section 7. Action by Consent:** Any action required by law or under the Articles of Incorporation of this corporation or these Amended By-Laws, or any action which otherwise may be taken at a meeting may be taken if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent and filed with the secretary of the corporation.
- Section 8. Board Elections:** All directors, including STAR directors, shall be elected or re-elected by the Board at the first meeting held each calendar year. Directors will be elected by a simple majority of members present at the meeting.
- Section 9. Election Procedures:** Upon expiration of a director's term, the secretary shall receive nominations for new members from present directors no less than ten (10) calendar days in advance of a Board meeting. These nominations shall be



delivered to directors with the regular Board meeting announcement to be voted upon.

Section 10. Quorum: A quorum must be attended by at least one-half (50%) of directors for business transactions to take place and motions to pass. Written proxies in a form approved by the Board shall be recognized.

Section 11. Officers - Election, Term and Duties: There shall be four (4) officers of the Board, consisting of a chair, a vice-chair, a secretary and a treasurer. The position of secretary and treasurer may be filled by the same director. Each officer shall be elected by the Board and shall hold office for one (1) year or until his or her successor shall have been elected and duly qualified or until he or she resigns or is removed. In addition to other duties enumerated herein, their duties are as follows:

- A. The chair shall convene all Board meetings and preside over or arrange all other meetings.
- B. The vice-chair shall chair committees on special subjects as designated by the chair. The vice-chair shall preside over all Board meetings in the absence of the chair.
- C. The secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, delivering notices, distributing copies of minutes and agenda to each Board member, and generally assuring that all corporate records are maintained.
- D. The treasurer shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to directors and the public.

Section 12. Vacancies: When a vacancy on the Board exists mid-term, the secretary shall receive nominations for new members from present directors at least ten (10) calendar days in advance of a Board meeting. Nominations shall be delivered to directors with the regular Board meeting announcement, to be voted upon at the next Board meeting. Vacancies shall be filled only to the end of the vacating director's term. The vacancy of a STAR director seat shall be filled in the same process as would a normal yearly selection as detailed in these By-Laws. A STAR director elected mid-term to fill a vacancy shall complete the term being filled and shall automatically continue into a full term the following year.



Section 13. Resignation, Termination, and Absences: Resignation from the Board must be in writing and received by the secretary. A Board member may be terminated from the Board due to excessive absences which shall be defined as more than two (2) unexcused absences from Board meetings in a calendar year. Absences may be excused only by the chair in his/her sole and absolute discretion. A Board member shall be removed for other reasons by a three-fourths vote of the remaining directors.

Section 14. Membership: The corporation may have members. Membership shall be determined by guidelines promulgated by the Board.

ARTICLE III COMMITTEES

Section 1. Committee Formation: The Board may create committees as needed for whatever purposes are determined to be needed. The Board chair appoints all committee chairs.

Section 2. Executive Committee: The four (4) officers of the Board shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and these By-Laws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.

Section 3. Finance Committee: The treasurer is the chair of the finance committee, which shall include two (2) other directors. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans and the annual budget. The Board must approve the annual budget. ~~Any~~ major changes in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 to June 30th of each year. Annual reports are required to be submitted to the Board showing income, expenditures, and liabilities and pending income. The financial records of the corporation are public information and shall be made available to the membership, directors and the public.

Section 4. Deleted by Resolution of the Board of Directors on the 28th day of November 2017.



ARTICLE IV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director and officer of the corporation now and hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which such person has or shall become subject by reason of serving or having served as such director or officer, including but not limited to those matters set forth in Florida Statutes Sections 617.0831, 617.0834 and 617.0835 for which officers and directors are not liable. The corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claims and liabilities except that such person shall not be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of such person's own willful misconduct or gross negligence. The corporation may secure insurance to provide coverage for this purpose.

ARTICLE V

CONFLICT OF INTEREST POLICY

Directors, employees and volunteers stand in a fiduciary relationship to the corporation, shall act in good faith with due regard to the interests of the corporation and shall comply with all fiduciary principles and laws. The Board shall adopt a written conflict of interest policy which shall be reviewed and executed annually by all directors.

ARTICLE VI

USE OF NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the



corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such corporation or corporations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII

AMENDMENTS

These by-laws may be amended when necessary by two-thirds majority of the Board. Proposed amendments must be submitted to the secretary to be delivered with the regular Board announcements at least ten (10) calendar days in advance of the scheduled meeting. Amendments shall become effective immediately upon adoption by the Board of Directors.

ARTICLE IX

CONFLICT OF LAWS

Section 1. Conflict of By-Laws: Any legal conflict between these Amended and Restated By-Laws and the Act shall be resolved in favor the laws of the State of Florida. The purpose of this section being to insure the compliance of these by-laws with the laws of the State of Florida and the Internal Revenue Code and is not intended to require a change to the by-laws on issues which are not mandatory pursuant to law.

Section 2. Robert's Rules of Order: All meetings shall be conducted pursuant to Robert's Rules of Order, most recent edition.

CERTIFICATION

THESE AMENDED AND RESTATED BY-LAWS were unanimously approved and adopted at a properly noticed meeting the Board of Directors of Coexistence, Inc. on the 6th day of February, 2018 and are now in full force and effect.

Michael J. Shelton, Secretary
February 6, 2018