Amended and Restated
Bylaws of

Embracing Our Differences, Inc.

A Florida Not for Profit Corporation

ARTICLE I
NAME & PURPOSE

Section 1. **Name:** The name of the corporation shall be Embracing Our Differences, 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").

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 bylaws. The Board is responsible for the overall policy and direction of the corporation and may delegate responsibility for day-to-day operations to staff and other committees.

Directors of the corporation shall not be personally libel 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) or more than twenty (20). Directors shall meet such requirements for the office as the Board may determine to be appropriate from time to time. There may be one (1) STAR student director elected each year who shall serve pursuant to the terms of these bylaws. The STAR director shall be a minimum of fifteen (15) years of age and shall be a full voting member of the Board.

No Director shall receive any compensation for serving as a Director; provided, however, that nothing herein contained shall be construed to preclude any Director or Board committee member from receiving compensation for expenses incurred for serving as a Director, or for services rendered and expenses incurred for serving in a capacity other than as a Director.

Section 2. **Terms:** Directors shall be elected to serve three-year terms and are eligible to stand for reelection up to a limit of three (3) terms, not to exceed a total of nine (9) years. Terms begin on January 1 and terminate on December 31. Board seats will be divided into three groups with staggered years of expiration to ensure that a relatively equal number will be up for election each year. STAR student directors may 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 ensure 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 ensure 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 bylaws, 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. **Virtual Meetings:** Meetings of the Board may be held by means of telephone, virtual meeting platforms, video-conferencing software, or similar communication equipment by which all directors participating in the meeting can hear each other. Participating in a virtual meeting is deemed to be present in person at the meeting.

Section 7. **Action by Unanimous Consent:** Any action required by law or under the Articles of Incorporation of this corporation or these amended bylaws, or any action that 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. Written consents can be executed via electronic signatures, email confirmations, or other digital transmissions.

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. **Quorum:** A quorum must be attended by at least one-half (50%) of directors for business transactions to take place and motions to pass. The STAR director shall not count in the calculation of a quorum. Proxy voting by directors shall not be permitted.

Section 10. **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 oversee the keeping of 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 11. **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 bylaws. 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 12. **Resignation and Removal:** Resignation from the Board must be in writing and received by the secretary.
Removal of a Director shall be governed by Florida Statute 617.0808 as amended from time to time.

Section 13. **Membership**: The corporation shall not have members.

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. **Governance Committee:** The governance committee shall be comprised of a minimum of three (3) members chaired by the Vice-Chair of the Board. The governance committee is responsible for the annual review of these bylaws and recommendations to the Board regarding governance issues.

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. 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. The Board may impose reasonable confidentiality restrictions on the inspection of corporate records to protect the privacy of donors, employees, or proprietary corporate information.

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 AND CONFIDENTIALITY

Directors, officers, 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.

Directors, officers, employees and volunteers shall discharge their duties in good faith, with the care an ordinarily prudent person would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Corporation.

Directors, officers, employees and volunteers deserve to have all nonpublic affairs of the corporation kept in the strictest confidence. Maintaining an unassailably high level of confidentiality regarding all matters of the corporation will ensure that the public views it and all organizations that interact with it positively. In addition, maintaining the highest professional standards, including confidentiality, ensures that the community holds the corporation in high esteem.

ARTICLE VI

AMENDMENTS

These bylaws 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 two (2) calendar days in advance of the scheduled meeting. Amendments shall become effective immediately upon adoption by the Board of Directors.

ARTICLE VII

FISCAL MATTERS

Section 1. **Fiscal Year:** The fiscal year of the corporation shall be the twelve-month period beginning July 1 and ending June 30.

Section 2. **Audits:** At the close of each fiscal year, the Treasurer of the corporation shall cause an audit of the accounts of the corporation to be conducted in accordance with Florida Statute §237.40(4), as such statute may be amended from time to time. A copy of the auditor's report shall be made available at the request of any Director as soon as practicable, and such report shall be presented to the Board of Directors at the next meeting.

Section 3. **Loans:** No loan shall be granted to an officer of the Corporation. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by an action of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. **Checks, Drafts, and Deposits:** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation or to the Corporation shall be signed or endorsed by such officers of the Corporation and in such manner as shall from time to time be determined by action of the Board of Directors. In the absence of any action, the President & CEO and their designees shall be authorized to sign or endorse such instruments.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

CERTIFICATION

THESE AMENDED AND RESTATED BYLAWS were unanimously approved and adopted via Unanimous Consent of the Board of Directors of Embracing Our Differences, Inc. on the 8th day of July 2026 and are now in full force and effect.