



**BYLAWS
OF
FUNDING ARTS BROWARD, INC.
(A Florida not-for-profit corporation)**

Section 1. Registered Office. The initial registered office of Funding Arts Broward, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be located in the City of Fort Lauderdale, State of Florida.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

**ARTICLE I
Membership**

Section 1. Membership Requirements. The membership of the Corporation shall be open to all persons or entities found to be interested in the purposes and objectives of the Corporation or its related activities. Application for membership shall be made by submitting a completed application along with payment of the annual membership dues to the Membership Chair. The application and payment of membership dues shall be regarded as a guarantee on the part of the applicant of his, her, or its interest in and agreement with the purposes and objectives of the Corporation.

Section 2. Dues and Benefits. The Corporation's Executive Committee, if any, shall, from time to time, after consultation with the Board of Directors, present recommendations to the Board regarding the dues, rights and benefits of membership. The Board of Directors shall consider the recommendations, revise them as the Board deems necessary and proper, and promulgate a schedule of dues, rights and benefits.

Section 3. Termination of Membership. Membership shall terminate upon death or resignation of a member or upon the failure of a member to pay annual dues, if any, within sixty (60) days after the due date. In the event of the death of an active member, that member may be listed In Memoriam.

Section 4. Revocation of Membership. Membership can be denied or revoked for individuals, Not for Profit Corporations, or Corporations for Profit whose conduct violates applicable state and federal laws and regulations. Such denial or revocation would be subject to a majority vote of the Board of Directors.

Section 5 Property Rights. No member shall have any right, title, interest or privilege of, in or to any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such assets or property be distributed to any member on the dissolution or winding up thereof.

Section 6. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment other than annum dues, if any.

Section 7. Annual Meetings. The annual meeting of the members of the Corporation shall be held each Spring (preferably in March) at such time and place fixed, from time to time, by or on behalf of the Board of Directors. Business transacted at the annual meeting shall include such business as the Board of Directors shall determine including the ratification of board members along with other such business as the Board of Directors shall determine. Failure to hold

an annual meeting does not cause forfeiture or give cause for dissolution of the Corporation, nor does such failure affect otherwise valid corporate acts, except as set forth in Section 617.1430, Florida Statutes, relating to a deadlock among the directors or members.

Section 8. Special Meetings. Special meetings of the members may be called by either a majority of the Board of Directors or the President, or when requested in writing by not less than one-third (1/3) of the voting members of the Corporation who are in good standing. A meeting requested by members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made, unless the members requesting the meeting designate a later date; provided, that a meeting called by unanimous request of all members may be held at any time to which they may agree. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or members requesting the meeting shall designate another person to do so. Only business within the purpose or purposes described in the notice required pursuant to Section 8 of this Article may be conducted at a special meeting of members.

Section 9. Notice. A written notice of each meeting of members shall be given to each member entitled to vote at the meeting at the address as it appears on the membership records of the Corporation, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. The notice so given shall state the date, time and place of the meeting and, in the case of a special members' meeting, the purpose or purposes for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the member books of the Corporation, with postage thereon prepaid. Notification to a members email address of record constitutes proper notice. If a members' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

Section 10. Waiver of Notice. Members may waive notice of any meeting before or after the date and time specified in the written notice of meeting. Any such waiver of notice must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the appropriate corporate records. Neither the business to be transacted at, nor the purpose of, any members' meeting need be specified in any written waiver of notice. Attendance of a person at a members' meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 11. Record Date. For the purpose of determining members entitled to notice of or to vote at a members' meeting, to demand a special meeting, to act by written consent or to take any other action, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than seventy (70) days nor, in the case of a members' meeting, less than ten (10) days, prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a members' meeting then the record date for such shall be the close of business on the day before the first notice is delivered to members. Members entitled to such notice must be in good standing and current with the annual dues payment as established by the Board of Directors as of such date.

Section 12. Quorum. Thirty (30) percent of active members shall constitute a quorum for action on that matter at a meeting of members. If a quorum is not present or represented at a meeting of members, the majority of the active members represented, and who would be entitled to vote at a meeting if a quorum were present, may adjourn the meeting from time to time.

Section 13. Voting. If a quorum is present, in person, by electronic ballot, if provided, or by proxy, the affirmative vote of a majority of the members present and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law. Each member shall be entitled to one vote.

Section 14. Proxies. A member entitled to vote at any meeting of members or any adjournment thereof may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for him, her or it by signing an appointment form, either personally or by his attorney-in-fact. An appointment of proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes.

ARTICLE II Board of Directors

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida.

Section 2. Duties. Each member of Board shall either chair or serve on a committee of the Corporation. Attendance at Board meetings is required, unless excused. Failure to attend Board meeting may result in removal from the Board.

- (a) Section 3. Number Election and Term. This Corporation shall have a minimum of eight (8) directors and a maximum of twenty (20) directors. The number of directors of the Corporation shall be fixed from time to time, within any limits set forth in the Articles of Incorporation, by majority vote of the Board of Directors. Any decrease in the number of directors shall not shorten the term of an incumbent director. Beginning with the 2022 election, each board member shall hold office during a term of one (1) year ensuing on the first day of May succeeding their appointments. At the conclusion of such one (1) year period, the Director is eligible to have their term renewed for a two-year period. At the conclusion of the second term, the Director is eligible to their term renewed for a period of three (3) years. No Director can serve more than six (6) consecutive years except a Director appointed under (c) below. A Director shall be eligible for re-election after an absence of one year from the Board of Directors.
- (b) All Directors shall be elected as a group by the Membership. All candidates for the Board of Directors shall be voted upon in a single ballot.
- (c) A Director may be elected by the Board to fill a Board vacancy to serve from that date of appointment until April 30th of the year of appointment and shall then be eligible for consideration to serve as provided in (a) above.

Section 4. Ex Officio Members. Francie Bishop Good shall have the title of Founding Chair and she, as well as all past Presidents, and others as designated by the Board from time to time, shall serve as Ex Officio Members of the Board. Ex Officio Board members are non-voting members of the Board of Directors and are not counted when determining a quorum of the Board of Directors.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members at an annual or special meeting called for that purpose. Section 6. Nominating Committee. The President, with the approval of the Board of Directors, shall appoint the chair and members of the Nominating Committee. The committee shall be made up of at least three (3) voting members of the organization. The chair of the committee and at least one (1) other member shall be Board members. The committee shall present a single slate of nominations to Board of Directors at its meeting at least one (1) month prior to the annual meeting. The names of those nominated to fill expired terms shall be communicated to the general membership with the notice of the annual meeting. Elections shall be held at the annual meeting and the new Board members shall assume their duties as of May 1st.

Section 7. Removal of Directors. At a meeting of directors called expressly for that purpose, any directors may be removed, with or without cause, by a vote of a majority of the full Board of Directors.

Section 8. Quorum and Voting. A majority of the number of directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

Section 9. Deemed Assent. A director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the director votes against or abstains from the action taken.

Section 10. Committees. The Board of Directors, by resolution, may designate from among its members an Executive Committee and one or more other committees each of which must have at least two members and, to the extent provided in the designating resolution, shall have and may exercise all the authority of the Board of Directors, except such authority as may be reserved to the Board of Directors under Florida law. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee

Section 11. Meetings. Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, designated by the person or persons entitled to give notice of or otherwise call the meeting Meetings of the Board of Directors may be called by the President. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place Notice of an adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the directors who were present Members of the Board of Directors (and any committee of the Board) may participate in a meeting of the Board (or any committee of the Board) by means of a telephone or other electronic conference methods or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting.

Section 12. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, so long as the date, time and place of such meetings are fixed generally by the Board of Directors. Special meetings of the Board of Directors must be preceded by at least two (2) days written notice of the date, time and place of the meeting, which notice may be by fax or e-mail. The notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 13. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 14. Director Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or of the committee of the Board). The

action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member) or may be approved by e-mail, which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise.

ARTICLE III

Officers

Section 1. Officers. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by a majority vote of the Board of Directors at the first Board meeting after May 1st. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors, if any, from time to time. The same person may hold any two (2) or more offices.

Section 2. Duties. The officers of the Corporation shall have the following duties:

The President shall preside at all meetings of the Board of Directors and of the membership, and shall perform such other duties as may from time to time be requested by the Board of Directors.

(B) The President shall be the chief operating and executive officer of the Corporation and shall have general and active management of the business and affairs of the Corporation subject to the direction of the Board of Directors. The President shall see to it that all orders and resolutions of the Board are carried into effect.

(C) The Vice President shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the President, a Vice President specifically designated by the vote of the Board of Directors shall have the powers and shall exercise the duties of the President.

(D) The Secretary shall have custody of and shall maintain all of the corporate records (except the financial records), shall record the minutes of all meetings of the members and the Board of Directors, shall authenticate records of the Corporation, and shall perform such other duties as are prescribed by the Board of Directors or the President.

(E) The Treasurer shall have custody of all corporate funds, securities and financial records, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his transactions as treasurer and of the financial condition of the Corporation at regular meetings of the Board or when the Board of Directors so requests. The Treasurer shall also perform such other duties as are prescribed by the Board of Directors or the President.

Section 3. Resignation of Officer. An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor officer does not take office until the future effective date.

Section 4. Removal of Officer. The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may be removed by the appointing officer.

Section 5. Compensation. Unless specifically authorized by a resolution of the Board of Directors, the officers shall serve in such capacity without compensation.

ARTICLE IV Member Certificates

Section 1. Issuance. Certificates representing membership in the Corporation may be issued.

Section 2. Form. In the event membership certificates are issued, such certificates shall be signed by the President, any Vice President and the Secretary or Assistant Secretary of the Corporation, and may be sealed with the seal of this Corporation or a facsimile thereof.

ARTICLE V Corporate Records and Member Inspection Rights

Section 1. Corporate Records.

(A) The Corporation shall keep as permanent records minutes of all meetings of its members, if any, Board of Directors and committees having any authority of the Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(B) If the Corporation shall have members entitled to vote, it shall maintain at its registered office in this state a copy of the articles of incorporation and its bylaws, as amended, accurate accounting records and a list of the names and addresses of all members in alphabetical order.

Section 2. Inspection Rights. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3. Corporate Information Available to the Public. The Corporation shall maintain a registered agent and registered office in accordance with Florida law, and current information regarding the Corporation shall be readily available to the public. At a minimum, such information must include the text of the charter or articles of incorporation and all amendments thereto, the name of the Corporation, the date of incorporation, the street address of the principal office of the Corporation, the Corporation's federal employer identification number, the name and business street address of each director, the name of its registered agent, and the street address of its registered office.

ARTICLE VI Indemnification

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a director or trustee of the Corporation, (2) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees,

asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE VII Miscellaneous

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Florida," "Corporate Seal" and "not-for-profit" embossed thereon.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE VIII Amendment

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by a majority vote of the Board of Directors.

I HEREBY CERTIFY that the foregoing Bylaws were amended and adopted by the Board of Directors of the Corporation at its meeting held on the 15th day of August, 2022.

FUNDING ARTS BROWARD, INC.

By: *Jennifer O'Flannery Anderson*

Jennifer O'Flannery Anderson, Ph.D.

Secretary of the Board of Directors