

**CORPORATE BYLAWS  
OF  
PEACE RIVER TRI-COUNTY COLLABORATIVE, INC.**

**Article I. Corporation**

**.1 Corporate Name.** The name of the Corporation shall be Peace River Tri-County Collaborative, Inc., a Florida not-for-profit corporation.

**.2 Corporate Purposes.** This not for profit corporation is organized to promote the recovery, economic, and general welfare of Charlotte, DeSoto, and Hardee Counties, Florida after Hurricane Charley and to carry on any lawful purpose or purposes not for pecuniary profit which may be done by a not for profit corporation organized and existing under and by virtue of the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617 (2003), as amended, not specifically prohibited by any other laws of Florida, and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including charitable, educational, historical, and cultural purposes.

**.3 Corporate Offices.** The Corporation shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Florida as the Board of Directors may from time to time determine.

**.4 Effect of Dissolution.** Upon dissolution as provided in the Articles of Incorporation, the Corporation shall continue its corporate existence but may not conduct its affairs except to the extent appropriate to wind up and liquidate its affairs, including:

- (a) Collecting its assets;
- (b) Disposing of its properties that will not be distributed in kind pursuant to the plan of distribution of assets adopted under Section 1.04;
- (c) Discharging or making provision for discharging its liabilities;
- (d) Distributing its remaining property in accordance with the plan of distribution of assets adopted under Section 1.04; and
- (e) Doing every other act necessary to wind up and liquidate its affairs.

Dissolution of the Corporation does not:

- (a) Transfer title to the Corporation's property;
- (b) Subject its Board of Directors or officers to standards of conduct different from those which applied prior to dissolution;
- (c) Change quorum or voting requirements for its Board of Directors or members, change provisions for selection, resignation, or removal of its directors or officers or both, or change provisions for amending its bylaws;
- (d) Prevent commencement of a proceeding by or against the Corporation in its corporate name;

- (e) Abate or suspend a proceeding pending by or against the Corporation on the effective date of dissolution; or
- (f) Terminate the authority of the registered agent of the Corporation.

Upon dissolution the Board of Directors, officers, and agents of the Corporation shall not incur any personal liability thereby by reason of their status as directors, officers, and agents of the dissolved Corporation.

**Article II. Member**

- .1 **No Members.** The Corporation shall not have members.

**Article III. Board of Directors**

.1 **Board of Directors.** The Board of Directors shall initially consist of at least three (3) directors. At the first meeting of the Board of Directors, the initial Board of Directors shall be responsible for increasing the number to eighteen (18) directors, which shall include a representative nominated by or appointed from each of the following:

1. Charlotte County Commission
2. DeSoto County Commission
3. Hardee County Commission
4. Arcadia City Council
5. Punta Gorda City Council
6. The Incorporated Areas of Hardee County
7. Charlotte County School Board
8. DeSoto County School Board
9. Hardee County School Board
10. Charlotte County Business Community
11. DeSoto County Business Community
12. Hardee County Business Community
13. Charlotte County Non-Profit Organization
14. DeSoto County Non-Profit Organization
15. Hardee County Non-Profit Organization
16. Charlotte County Citizen at Large
17. DeSoto County Citizen at Large
18. Hardee County Citizen at Large

The number of directors may be increased or decreased as determined by a resolution adopted by a majority of the Board of Directors present at a quorum meeting. Any decrease in the number of directors shall not affect the tenure of office of any director. In no event shall there be less than three (3) directors at any time. Directors shall be elected by a majority vote of the Board of Directors at the annual quorum meeting or at a special quorum meeting called for that purpose.

.2 **Chairman of the Board.** The Board of Directors shall appoint a Chairman to conduct the order of business and voting at all Board meetings. The Board Chairman shall have

all the duties which that position would customarily require, including chairing all meetings of the Board of Directors, and all other duties assigned to the Chairman under these Bylaws or by Board resolution. The Chairman shall be an *ex officio* voting member of all committees except for any nominating committee at which his or her nomination may be considered.

**.3 Powers of Board of Directors.** The policy making powers of the Corporation shall be vested in the Board, which shall have charge, control, and management of the policies, property, affairs, and funds of the Corporation and shall alone determine compliance with the Corporation's stated purposes; shall fill vacancies among the officers who are appointed by the Board; and shall have the power and authority to do and perform all acts or functions not inconsistent with these Bylaws or the Corporation's Articles of Incorporation. In particular, the Board shall be responsible for (i) all grant-making and fund-raising decisions of the Corporation and (ii) all program initiatives and special projects.

**.4 Appointment; Vacancies.** At the first meeting of the Board (or as soon thereafter as practical), the Directors shall be divided into three equal or nearly equal classes and elected to staggered terms. One class of directors shall be elected to a one-year term, a second class of directors shall be elected to a two-year term, and a third class of directors shall be elected to a three-year term. If additional directorships are added after division of the directors into classes, they shall be allocated among the classes of directors and their terms of office shall be appropriately staggered so as to assure that approximately one-third of the directors continue to be elected annually. Notwithstanding anything to the contrary contained herein, the Chairman's term shall expire one (1) year after the expiration of his term as Chairman. No individual may serve more than six (6) consecutive years as a director of the Corporation. A vacancy on the Board shall be filled for the unexpired term in the same manner as that by which the vacating Board member was previously elected.

**.5 Annual Meeting of the Board of Directors.** The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such place as may be designated from time to time by the Board of Directors at such hour as may be designated in the notice for the purposes of electing the directors and officers and transacting such other business as shall be desirable. A quorum of Directors present at the annual meeting shall be sufficient to conduct business at such meeting.

**.6 Regular Meetings of the Board of Directors.** In addition to the annual meeting, the Board of Directors shall hold meetings from time to time as the Board of Directors sees fit at the principal office of the Corporation or at such other location as may be designated by the Chairman.

**.7 Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the Chairman or, in his absence, by the Executive Director or upon written request of at least two (2) directors.

**.8 Notice of Regular Board Meeting.** Written notice of all regular Board meetings shall be mailed by first class mail or sent by facsimile or e-mail or delivered personally

to each director at least five (5) business days before the date of the meeting. If mailed, the notice shall be considered to be delivered when deposited in the United States mail in a sealed, properly addressed envelope, first class, postage prepaid.

**.9 Notice of Special Board Meeting.** Written notice of all special Board meetings shall be mailed by first class mail or sent by facsimile or e-mail or delivered personally to each director at least two (2) days before the date of the meeting. If mailed, the notice shall be considered to be delivered when it is received by the director. The notice shall state generally the nature of the business to be taken up at the meeting. By unanimous consent of the Board of Directors, a special meeting may be held without Notice, at any time or place.

**.10 Waiver of Notice.** Notice of the time, place and purpose of any meeting of the directors may be waived by facsimile, e-mail, telegram, cablegram or other writing, either before or after the meeting has been held. Attendance at any meeting, except for the sole purpose of objecting to the holding of the meeting, shall constitute waiver of notice of the meeting.

**.11 Unanimous Consent Action by Board.** Any action required or permitted to be taken at a meeting of the Board of Directors or one of its committees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors or committee members, as the case may be.

**.12 Quorum Board Meetings.** For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be one-half of the directors then serving, who shall be present. At least one Director from Charlotte, DeSoto, and Hardee Counties shall be required for a quorum. A Board Member shall be deemed to be present if he or she is present telephonically.

**.13 Manner of Acting.** The act of a majority of the directors present in person at a meeting at which a quorum is present shall be the Act of the Board of Directors.

**.14 Remuneration of Directors.** No director shall receive any compensation for his services as a director; provided, however, that nothing herein contained shall be construed to preclude any director or Board committee member from receiving compensation from the Corporation for expenses actually incurred for serving the Corporation as a director, or for services actually rendered and expenses actually incurred for serving the Corporation in a capacity other than a director.

**.15 Attendance at Board Meeting.** Each Board member shall be expected to attend the annual, regular and special meetings of the Board of Directors. Should any member fail to attend three (3) consecutive regular meetings of the Board of Directors without being excused by the Chairman, he or she may be removed from the Board of Directors.

**.16 Removal of Directors from Board.** A director may be removed from the Board, with or without cause, on the affirmative vote of two-thirds of the remaining directors

whenever, in their judgment, the best interest of the Corporation will thereby be served. A director may be removed at a regular Board meeting or at a special Board meeting convened for that purpose. Written notice of the convening of the Board for the purpose of considering the removal of a director will be delivered to each director ten (10) days in advance of the scheduled date of the meeting. (Any vacancy on the Board shall be filled in the manner prescribed in these Bylaws).

#### **Article IV. Officers of the Corporation**

**.1 Designation of Corporate Officers.** The Corporation shall have a President, one or more Vice Presidents, an Executive Director, a Secretary, and a Treasurer, which shall be appointed by a majority of the Board of Directors present at a quorum. The Executive Director shall be the only position that shall receive compensation in an amount to be determined by an Act of the Board. The officers need not be members of the Board. The Board may also appoint one or more Vice Presidents and other assistant officers, who need not be directors of the Corporation. All officers shall be appointed by the Board of Directors at the Board's annual meeting. The President, Vice President, Executive Director, Secretary and Treasurer shall hold office for a period of one (1) year or until their successors shall have been duly elected and qualified, and may be removed at any time by the Board acting in the best interests of the Corporation. Nothing herein shall prevent an officer from serving consecutive years upon an Act of the Board.

**.2 Duties of the President.** The President shall attend all Board meetings and shall perform such duties and have such responsibilities as may be prescribed by the Board of Directors from time to time. In the absence of the Chairman, the President shall preside at all corporate meetings.

**.3 Duties of the Vice Presidents.** The Vice Presidents shall perform such duties and have such responsibilities as may be prescribed by the Board of Directors from time to time.

**.4 Duties of the Executive Director.** The Executive Director shall be the general manager of the Corporation, shall be principally responsible for the implementation of policies of the Board of Directors, and shall have authority over the management and direction of the business and operations of the Corporation and its divisions, if any, subject only to the ultimate authority of the Board of Directors. The Executive Director shall be an *ex officio* non-voting member of each committee of the Board. The Executive Director shall be entitled to attend all meetings of the Board and its Committees. At the discretion of the Board, the Executive Director may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments unless the Board of Directors has expressly delegated the authority to execute any such instrument to another officer or agent of the Corporation or as otherwise required by law. The Executive Director shall perform all duties incident to the office of Executive Director and such other duties as from time to time may be assigned by the Board of Directors.

**.5 Duties of the Secretary.** The Secretary shall act as Secretary of the Corporation and the Board of Directors; shall send appropriate notices or waivers of notice regarding Board meetings; shall prepare materials for meetings of the Board of Directors; shall act as official custodian of all records, reports and minutes of the Corporation, the Board of Directors and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors; and shall perform such other duties as are customarily performed by or required of corporate secretaries.

**.6 Duties of the Treasurer.** The Treasurer shall have custody and control of all funds of the Corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the Board of Directors. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment.

#### **Article V. Committees**

**.1 Committees Generally.** The Board of Directors may create one or more committees. Each committee shall consist of at least two directors. The Board shall approve all appointments.

**(a) Executive Committee.** The Executive Committee shall consist of the Chairman, the President, a Vice President, the Executive Director, the Secretary, and the Treasurer. Except as limited herein, the Executive Committee shall have power to transact all regular business of the Corporation during the intervals between meetings of the Board of Directors, subject to any prior limitation imposed by the Board. In particular, the Executive Committee shall be responsible for the review and approval of compensation payable to any person other than the Executive Director. The Executive Committee shall not have the authority to:

- (i) amend, alter, or repeal these Bylaws;
- (ii) amend or restate the Articles of Incorporation;
- (iii) elect, appoint, or remove any member of the Executive Committee, or any other committee or any director or officer of the Corporation;
- (iv) adopt a plan of merger or consolidation with another corporation;
- (v) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (vi) authorize the voluntary dissolution of the Corporation or revoke a proceeding of voluntary dissolution; or
- (vii) alter, amend, or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.

**.2 Committee Procedures Generally.** Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the Corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Executive Director who shall have the right to attend and participate in the deliberations of the committees. The committee chairman may invite to any committee meeting such individuals as he or she may select who may be helpful to the deliberations of the committee. The presence in person of at least one-half of the members of a committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have the duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with these Bylaws or the policies of the Board of Directors.

## **Article VI. Corporate Seal**

**.1 Corporate Seal.** The Board shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Florida."

## **Article VII. Fiscal Matters.**

**.1 Fiscal Year.** The fiscal year of the Corporation shall commence on January 1 of each year and shall end on December 31 of each year.

**.2 Contracts.** The Executive Director shall be authorized to execute contracts on behalf of the Corporation. In addition, the Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

**.3 Loans.** 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 Act of the Board of Directors. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the Corporation.

**.4 Checks, Draft, etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of any resolution, the Executive Director shall be authorized to sign or endorse such instruments.

**.5 Deposits.** 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 by Act.

**.6 Maintenance of Records.** The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

### **Article VIII. Conflicts or Duality of Interest**

**.1 Statement of General Policy in Conflicts of Interest.** These Bylaws recognize that both real and apparent conflicts of interest or dualities of interest (hereinafter referred to as “conflicts”) naturally sometimes occur in the course of conducting the Corporation’s daily affairs. A conflict as used in these Bylaws refers only to personal, proprietary interests of the persons covered by this policy and their immediate families and not to philosophical or professional differences in opinion. Conflicts occur because the many persons associated with the Corporation should be expected to have and do in fact generally have multiple interest and affiliations and various positions of responsibility within the community. Sometimes a person will owe identical duties to two or more organizations conducting similar activities.

The long-range best interest of the Corporation is to not require the termination of all association with persons who may have real or apparent conflicts if a prescribed and effective method can render such conflicts harmless to all concerned. Therefore, the Corporation’s affirmative policy shall be to require that all actual or apparent conflicts be disclosed in a signed written statement promptly and fully disclosing all facts and circumstances to all necessary parties and to prohibit specified involvement in the affairs of the Corporation by persons having such conflicts.

### **Article IX. Robert’s Rules of Order**

**.1 The Rules.** The rules contained in the current edition of Robert’s Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

### **Article X. Amendment**

**Section 10.01 Amendment.** The Bylaws and the Articles of Incorporation shall only be altered, amended, or repealed by a majority of all Directors then serving. Such action may only occur at a meeting of the Board of Directors for which notice of the proposed change was given to the Directors at least five business days prior to the meeting.

Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2004, at Punta Gorda, Florida.

PEACE RIVER TRI-COUNTY  
COLLABORATIVE, INC.,  
a Florida not for profit organization

By: \_\_\_\_\_  
Lex Albritton, Charter Director

By: \_\_\_\_\_  
Andy Ames, Charter Director

By: \_\_\_\_\_  
Rose C. Arrington, Charter Director

By: \_\_\_\_\_  
Bill Crews, Charter Director

By: \_\_\_\_\_  
Derek Dunn-Rankin, Charter Director

By: \_\_\_\_\_  
Zac Extejt, Charter Director

By: \_\_\_\_\_  
Jack O Hackett II, Charter Director

By: \_\_\_\_\_  
Judy Kirkpatrick, Charter Director

By: \_\_\_\_\_  
Rufus Lazzell, Charter Director

By: \_\_\_\_\_  
Mac Martin, Charter Director

By: \_\_\_\_\_  
Bill Noel, Charter Director

By: \_\_\_\_\_  
Dave Powell, Charter Director

By: \_\_\_\_\_  
Marilyn Smith-Mooney, Charter Director

By: \_\_\_\_\_

Candace Wehbe-Dennen, Charter Director

By: \_\_\_\_\_  
Bill Wilcox, Charter Director

By: \_\_\_\_\_  
Park Winter, Charter Director