



FLORIDA JUSTICE CENTER, INC.
BYLAWS

Article I NAME OF ORGANIZATION

The name of the corporation is **Florida Justice Center, Inc.**

Article II CORPORATE PURPOSE

Section 1. Nonprofit Purpose. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Any assets belonging to the corporation upon dissolution of the organization shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.



Governance of internal affairs shall be by a board of directors elected annually by the members of the corporation. Any assets belonging to the corporation upon dissolution shall be distributed to Florida Justice Center, Inc., 3469 N Dixie Hwy, Oakland Park, FL 33334.

Section 2. Specific Purpose. Florida Justice Center, Inc. provides assistance to justice-involved individuals in Florida.

The specific objectives and purpose of this organization shall be:

- a. to provide reentry services and instruction to returning citizens from incarceration;
- b. to provide bail assistance to those arrested in Florida;
- c. to provide connections to pro bono legal services;
- d. to provide connections to social services;
- e. to foster racial and social equity in the justice system;
- f. to be involved in events and activities that further the mission of the organization.

ARTICLE III – OFFICE

The principal office of the Corporation shall be located at 3469 N Dixie Hwy, Oakland Park, FL 33334.

ARTICLE IV – MEMBERS

Membership of Florida Justice Center, Inc. is limited to the members of the Board of Directors.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular Meetings of the Board of Directors shall be held, without other notice than this Bylaw, at 4:00 pm on the 3rd Saturday of each month at Florida Justice Center, Inc., 3469 N Dixie Hwy, Oakland Park, FL 33334 or, if precluded from physical appearance, by video conference. The date and or location of the regular meeting may be changed by the Chairperson of the Board of Directors giving notice at least three (3) days prior to the amended meeting date.

Section 2. Annual Meeting. The Annual Meeting shall be held, without other notice than this Bylaw, at 4pm on the 3rd Saturday in December at Florida Justice Center, Inc., 3469 N Dixie Hwy, Oakland Park, FL 33334 or, if precluded from physical appearance, by video conference. The date and or location of the annual meeting may be changed by the Chairperson of the Board of Directors giving notice at least three (3) days prior to the amended meeting date. Some of the purposes of the annual meeting shall be the election

of the Board of Directors for the ensuing year, receipt of reports on the activities of the organization, and determination of the direction of the organization for the coming year.

Section 3. Special Meetings. Special Meetings of the Board of Directors may be called by, or at the request of, the Chairperson of the Board of Directors, the Executive Director, or a simple majority of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

Section 4. Notice. Notice of any regular meeting, special meeting of the Board of Directors or a change in the date, time or location of the Annual Meeting shall be given by a written notice sent by email to each Director at his or her organizational email address. If notice be given by electronic communication, such notice shall be deemed to be delivered when it is transmitted. Any Director may waive notice of any meeting either before or after the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these Bylaws.

Section 5. Quorum. Fifty-one percent (51%) of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications.

- a) The number of Directors shall not be less than three (3) Directors and not more than fifteen (15) including the following officers: The Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer.
- b) The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the

members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of Article V.

- c) Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one (1) year (short) term, members of the Board of Directors may serve two (2) three (3) year (long) terms.
- d) Vacant seats of unexpired terms may also be filled at the Annual Meeting. At the expiration of any term of three years, any Director may be reelected. Each Director shall hold office for a term of three years commencing on January 1st and ending on December 31st. The number of terms a Director may serve shall be limited to one short term and two long terms as described in Section 1(c) of Article VI totaling seven (7) years.
- e) Members of the Board of Directors need not be residents of Florida.
- f) Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.
- g) Each member of the Board of Directors shall provide or solicit a meaningful annual financial and/or value in-kind contribution to be agreed upon by the board member and the Chairperson of the Board.
- h) Each member of the Board of Directors shall serve as the Chairperson of a Committee.
- i) Each member of the Board of Directors shall fulfill the requirements and expectations of a position description approved by the board. Should any conflicting requirements exist, those contained in the bylaws shall always be supreme.

Section 3. Forfeiture. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by November 1st of the first full year of their term shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 11 of this Article in these by-laws.

Section 4. Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Section 5. Informal Action by Directors. Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 6. Executive Director. The Board of Directors shall select an Executive Director, who shall have such duties typically provided by a not-for-profit Executive Director and otherwise as prescribed by the Board. The Executive Director may be removed by the Board of Directors for any legally permissible reason. The Executive Director shall serve as an *ex officio* member of the Board with full rights as a Director.

Section 7. Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 8. Confidentiality. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgement in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purpose and functions of the Corporation, including but not limited to accounts on deposits in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 9. Advisory Council. An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meeting of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent there within upon being voted onto and accepting appointment to the Advisory Council.

Section 10. Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the Chairperson by reference to Robert's Rules of Order.

Section 11. Removal. Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 3 of this Article, and are not entitled to the removal procedure outlined in Section 11 of this Article.

ARTICLE VII – OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chairperson, Vice-Chairperson, Treasurer, and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board. Each officer shall take office on January 1st and the term of office shall extend through December 31st of the following year. The officers of the Corporation must be members of the Board of Directors of the Corporation.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby as outlined in Section 11 of Article VI.

Section 4. Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties of Officers.

- a) The Chairperson shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. The Chairperson's specific duties shall be outlined in a position description approved by the Board of Directors.

- b) The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Chairperson's specific duties shall be outlined in a position description approved by the Board of Directors.
- c) The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the Chairperson or by the Board of Directors. The Treasurer's specific duties shall be outlined in a position description approved by the Board of Directors.
- d) The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records, keep a register of the address of each member of the Board of Directors which shall be furnished to the Secretary by such member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson or by the Board of Directors. The Secretary's specific duties shall be outlined in a position description approved by the Board of Directors.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee of the Board of Directors shall consist of the following Directors:

- a) The Chairperson of the Corporation as Chairperson, unless otherwise elected;
- b) The Vice-Chairperson of the Corporation;
- c) The Treasurer of the Corporation;
- d) The Secretary of the Corporation.

Section 2. Meetings and Quorum. The Executive Committee shall meet at the call of the Chairman. Three (3) members shall constitute a quorum.

Section 3. Powers and Authority. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session,

including, but not limited to, the power to invest and transfer the assets of the Corporation, subject only to the following restrictions:

- a) The Executive Committee shall have no authority to alter, amend or repeal the Articles of Incorporation or the Bylaws of the Corporation;
- b) The Executive Committee shall have no authority to obligate the Corporation for an amount in excess of that amount as previously authorized by the Board of Directors by Resolution; and
- c) All actions of the Executive Committee shall be reported at the next meeting of the Board of Directors and all actions of the Executive Committee shall be included in the minutes of the Board of Directors.

ARTICLE IX – POWERS AND DUTIES OF ADMINISTRATION

Under the supervision of the Chairperson and any Committees established by the Board, the Executive Director shall be responsible for overseeing the general operations of the Corporation. The Chairperson may sign with another officer present in the name of the Corporation all contracts authorized by the Board. Upon Resolution, the Executive Director may sign in the name of the Corporation joined by one member of the Executive Committee, all contracts authorized by the Board. In addition, the Executive Director if existing, otherwise the Chairperson, shall be responsible for the supervision of any Corporation staff. The Executive Director shall be responsible for the general day-to-day management of the Corporation's affairs. The Chairperson and the Executive Director shall exercise such authority to accept gifts, collect revenue and direct expenditures as are delegated by the Board or the Executive Committee.

ARTICLE X – COMMITTEES

Section 1. Formation. The Board of Directors of the Corporation, by resolution adopted by majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one (1) or more Directors. The Board Chairperson appoints all committee chairs.

Section 2. Power and Authority. The committees, to the extent provided in the resolution, shall have and exercise all the authority of the Board of Directors, except that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws, electing, appointing or removing any member of any committee or director or officer of the Corporation, amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation, authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore, adopting a

plan for the distribution of the assets of the Corporation, or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

Section 3. Finance Committee. The Treasurer is the Chairperson of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

ARTICLE XI – CORPORATE STAFF

Section 1. Executive Director. The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the Chairperson or the Board. The Executive Director shall be an ad-hoc member of all committees and an *ex officio* member of the Board of Directors.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be for any legally allowable cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE XII – CHECKS

The Board of Directors must motion and approve for any director, officer, staff, or representative to make purchases for more than \$5,000 that were not approved in the

annual budget. For recurring charges, the expenditure may be approved in perpetuity by the Board. The Board of Directors may authorize such other provisions for signing of checks as it may from time to time see fit. Checks or drafts on funds more than the above stated amount shall be signed by the Chairperson and/or the Treasurer and the Executive Director. In the absence of either the Chairperson or the Treasurer, the Vice-Chairperson of the Corporation shall sign.

ARTICLE XIII – CONFLICT OF INTEREST PROVISIONS

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

1. Interested Person

- a. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;
 - i. An ownership or investment with Florida Justice Center, Inc. or with any entity or individual with which Florida Justice Center, Inc. has a transaction or arrangement.
 - ii. A compensation arrangement with Florida Justice Center, Inc. or with any entity or individual with which Florida Justice Center, Inc. has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Florida Justice Center, Inc. is negotiating a transaction or arrangement.
- b. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- c. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

1. Duty to Disclose

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

- a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Florida Justice Center, Inc. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give a rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of Florida Justice Center, Inc., for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Annual Statements.

1. The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 - b. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements.

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such individual:
 - a. Has received a copy of the conflicts of interest policy;
 - b. Has read and understands the policy;

- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

1. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XIV – INDEMNIFICATION

Section 1. General. To the full extent authorized under the laws of the State of Florida, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation serving at the request of the corporation against any liability asserted against such person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section.

ARTICLE XV – AUDIT

The Executive Committee may arrange for an annual audit of the books of the Corporation by an independent Certified Public Accountant following the close of the fiscal year.

ARTICLE XVI – BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XVII – BOND

The Board of Directors may require, at their discretion, the Executive Director and all officers who are authorized to collect, hold or disburse funds of the Corporation to execute and deliver to the Corporation a bond for the faithful discharge of their duties, the adequacy of which shall be determined by the Executive Committee. The cost of these bonds shall be borne by the Corporation.

ARTICLE XVIII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of January and end on the last day of December in each year.

ARTICLE XIX – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of Florida, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XX – CORPORATE SEAL

The Corporation shall not be required to use a corporate seal.

ARTICLE XXI – AMENDMENTS

Section 1. Articles of Incorporation. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment to the Articles of Incorporation shall require the affirmative vote of an absolute majority of directors then in office.

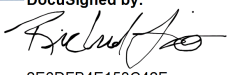

Section 2. Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at the Annual Meeting, any regular meeting, or any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.



ARTICLE XXII – ADOPTION OF BYLAWS

We, the undersigned, duly elected members of the Board of Directors of Florida Justice Center, Inc., Oakland Park, Florida, do hereby adopt, ratify and approve the foregoing Bylaws of Florida Justice Center, Inc., Oakland Park, Florida.

ADOPTED AND APPROVED by the Board of Directors on this 21st day of November, 2020.

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

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Dr. Richard Louis, Chairperson
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Derek Lee, Secretary

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Dr. Kenisha Bryant, Vice Chair
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Marie Torossian, Treasurer

