

**BYLAWS**  
**OF**  
**PLEIN AIR PALM BEACH, INC.**

**ARTICLE I**  
**NAME, OFFICE, DURATION**

**Section 1.** The Name of the organization shall be **Plein Air Palm Beach, Inc.**

**Section 2. Registered Office.** **Plein Air Palm Beach, Inc.** shall at all times maintain in the **State of Florida**, a registered agent, whose business office shall be the registered office of the **Plein Air Palm Beach, Inc.**

**Section 3. Other Offices.** **Plein Air Palm Beach, Inc.** may also have such other offices within or without **the State of Florida** as the Board of Directors may, from time to time, designate, and as the business and affairs of **Plein Air Palm Beach, Inc.** may require.

**Section 4.** The Corporation shall have perpetual existence.

**ARTICLE II**  
**PURPOSES**

**Section 1. Nature of Corporation.** **Plein Air Palm Beach, Inc.**, a nonprofit corporation formed under the Chapter 617, F.S. also called the Florida Not For Profit Corporation Act, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

**Section 2. Primary Purposes.** **Plein Air Palm Beach, Inc.** is organized for the purposes set forth in its Articles of Incorporation which are filed with the **State of Florida**.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1. No Membership Classes**

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

**Section 2 Non-Voting Affiliates**

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

**Section 3 Dues**

Any dues for affiliates shall be determined by the board of directors.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of **Plein Air Palm Beach, Inc.** and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

**Section 2. Number, Election, and Term of Office.** The Board of Directors shall consist of no less than five (5), and no more than ten (10), members. Directors need not be residents of the State of Florida. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of two (2) year for a maximum of two (2) consecutive terms. After being off the board for a least one full term (2 years) the director may be voted on, as prescribed above, to the Board of Directors.

**Section 3. Officers.** The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

**Section 5. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. Regular meetings may be held either face to face or by conference call.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the **State of Florida** as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the **Plein Air Palm Beach, Inc.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum and Proxies.** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

**Section 9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Compensation.** Directors as such shall not receive any stated salaries for their services as directors but may be reimbursed for reasonable expenses. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

**Section 11. Informal Action.** Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by all of the Directors. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

**Section 12. Resignation; Removal.** (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of **Plein Air Palm Beach, Inc.** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

**ARTICLE V**  
**REGULAR COMMITTEES**

**Section 1. Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2. Number, Election, and Term of Office.** The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Officers.** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4. Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## ARTICLE V

### OFFICERS

**Section 1. Officers.** The Officers of the **Plein Air Palm Beach, Inc.** shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Secretary.

**Section 2. Election and Term of Office.** The Officers of **Plein Air Palm Beach, Inc.** shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

**Section 3. Removal.** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of **Plein Air Palm Beach, Inc.** would be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President shall be the chief executive officer of **Plein Air Palm Beach, Inc.** and, in general, shall supervise and control all of the business and affairs of **Plein Air Palm**

**Beach, Inc.**. He/She may sign, with the Secretary or any other proper Officer of **Plein Air Palm Beach, Inc.** authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President.** In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall be responsible for all funds and securities of **Plein Air Palm Beach, Inc.**; receive and give receipts for monies due and payable to the **Plein Air Palm Beach, Inc.** and deposit all such monies in the name of the **Plein Air Palm Beach, Inc.** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

## ARTICLE VI

### Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or

organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of **Plein Air Palm Beach**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of **Plein Air Palm Beach, Inc.** and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of **Plein Air Palm Beach, Inc.**, shall be signed by such Officer or Officers and/or agent or agents of **Plein Air Palm Beach, Inc.**, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of **Plein Air Palm Beach, Inc.** shall be deposited from time to time to the credit of the **Plein Air Palm Beach, Inc.** in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts and Contributions.** The Board of Directors may accept on behalf of the **Plein Air Palm Beach, Inc.** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Plein Air Palm Beach, Inc.** Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of **Florida** and any other relevant jurisdiction.

## **ARTICLE VIII**

### **Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

## **ARTICLE IX**

### **BOOKS AND RECORDS**

**Plein Air Palm Beach, Inc.** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE X**

### **FISCAL YEAR**

The fiscal year of **Plein Air Palm Beach, Inc.** shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE IX**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of **Florida** or under the provisions of the Articles of Incorporation or the Bylaws of the **Plein Air Palm Beach, Inc.** 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 XII**  
**AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

\_\_\_\_\_ [Date]

[First Board Member's Name Here], Signature

\_\_\_\_\_ [Date]

[Second Board Member's Name Here], Signature

\_\_\_\_\_ [Date]

[Third Board Member's Name Here], Signature