

BY-LAWS OF FLORIDA BLACK CAUCUS OF LOCAL ELECTED OFFICIALS

ARTICLE I

Name, Offices and Fiscal year

- Section 1.01. Name: The name of this corporation shall be FLORIDA BLACK CAUCUS OF LOCAL ELECTED OFFICIALS, hereinafter “Corporation”, with the accepted acronym of FBC-LEO.
- Section 1.02. Registered Office: The registered office of the Corporation shall be 1610 North Broadway Avenue, Bartow, Florida 33830 until otherwise established by a vote of a majority of the Board of Directors in office, and a statement of such change is filed with the appropriate official or until changed by an appropriate amendment of the Article of Incorporation.
- Section 1.03. Other Offices: The Corporation may also have offices at such other places within Florida as the Board of Directors may from time to time appoint or the business of the Corporation requires.
- Section 1.04. Tax Status: The Corporation is to be designated a tax exempt organization under the IRS 501(a) or 501(c) designations.
- Section 1.05. Fiscal Year: The fiscal year of the Corporation shall begin the first day of January of each year and end the last day of December of each year.

ARTICLE II

Membership Rights and Duties

- Section 2.01. Classes of Members: There shall be three (3) classes of members: Regular, Associate, and Supporting.
- Section 2.02. Regular Member: All persons holding the elected position of Mayor, City Council or Commission Member, or County Commissioner, or similar governmental position, who have tendered the amount of dues required for membership.
- Section 2.03. Associate Member: All persons who formerly held an elected position of Mayor, City Council or Commission Member, or County Commissioner, or similar governmental position, who have tendered the amount of dues required for membership.
- Section 2.04. Supporting Member: Any individual, corporation or private sector organization who supports the endeavors of the Corporation regardless of whether they have ever held an elected or governmental position, provided that they have tendered the amount of dues required for membership.
- Section 2.05. Voting Privileges: The only class of members who are eligible to vote at a regular meeting or special meeting of the Corporation is Regular Members. Associate and Supporting members may attend all meetings, however, they will not be eligible to vote nor serve on the Board of Directors.

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ARTICLE III

Meetings of Members

- Section 3.01. Place of Meeting: All called meetings of the members shall be held at the place designated by the Board of Directors in the notice of such meeting.
- Section 3.02. Annual Meeting: The Board of Directors may fix the date and time of the annual meeting of the members, but if no such date and time is fixed by the Board, the meeting for any calendar year shall be held during the annual meeting of the Florida League of Cities in such year, and at said meeting the members then entitled to vote, shall elect officers and directors and transact such other business as may properly be brought before the meeting.
- Section 3.03. Special Meetings: Special meetings of the members for any purpose or purposes may be called at any time by the President or by the Board of Directors.
- Section 3.04. Notice of Meetings: It shall be the duty of the Secretary to fix the time and date of the meeting. Written notice of each meeting of the members, whether annual or special, shall be given to each member of record entitled to vote at the meeting at least ten (10) days prior to the day named for the meeting. Every notice of a special meeting shall state briefly the purpose or purpose thereof, and no business, other than that specified in such notice and matters pertaining thereto, shall be transacted at any special meeting without further notice to members not present. Notices of such meetings shall be delivered via email or regular mail or website notices.
- Section 3.05. Quorum. Manner of Acting and Adjournment: The presence of one-fifth (1/5) of the regular members in good standing or majority of those present and voting for the commencing and closing of any business meeting shall constitute a quorum.
- If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided in this section, adjourn the meeting to such time and place as they may determine.
- Except as otherwise specified in the articles or these By-laws or provided by statute, the acts, at a duly organized meeting of members present, shall be the acts of the members
- Section 3.06. Voting: Every Regular Member of the corporation shall be entitled to one vote.
- Section 3.07. Voting Lists: The Secretary shall keep at its registered office wherever situated an original or a duplicate membership register, giving names of the members, and showing their respective addresses and the class and other details of the membership of each. The books or records or membership shall be produced at any regular or special meeting of the corporation.
- Section 3.08. Nominating Committee: The vote upon any matter need not be by ballot unless so requested by any regular member, however, the recommended method of voting is by ballot. In advance of any meeting of members, the President shall appoint a Nominating Committee which shall be chaired by the Immediate Past President of FBC-LEO, to act at such meeting or any adjournment thereof. Nominations for officers and board members shall be made by the FBC-LEO Nominating Committee. If a Nominating Committee is not so appointed, the presiding officer of any such meeting may make such appointment at the meeting. The number of committee members shall be a minimum of three. Any person appointed who fails to appear or fails or refused to act, the

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vacancy may be filled by appointment made by the President in advance of the convening of the meeting, or at the meeting by the presiding officer thereof.

The Nominating Committee shall determine the number of Regular Members of record and the voting power of each, the regular members present at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, if voting by proxy is permitted under these by-laws, receive votes or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as may be proper to conduct the election or vote with fairness to all members. The Nominating Committee shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. The decision, act or certificate of a majority of the Committee shall be effective in all respects as the decision, act or certificate of all.

On request of the presiding officer of the meeting or of any member, the Committee shall make a report in writing of any challenges or question or matter determined by them, and execute a certificate of any fact found by them.

- Section 3.09. Determination of Members of Record: The Board of Directors may fix a time, not more than ten (10) days prior to the date of any meeting of members or any adjournment thereof, as a record date for the determination of the members entitled to notice of, or to vote at, such meeting. In such case only members of record who have met the membership and voting requirements on the date so fixed shall be so entitled notwithstanding any increase or other change in membership on the books of the corporation after any record date fixed as aforesaid. The Board of Directors may similarly fix a record date for the determination of members of record for any other purpose. If no record date is fixed the good standing of the members present may be determined at the meeting.

ARTICLE IV Officers

- Section 4.01. Powers. The officers shall have full power to conduct, manage, and direct the business and affairs of the Florida Black Caucus of Local Elected Officials; and all powers except those specifically reserved or granted to the members by statute or by the articles or these By-laws, are hereby granted to and vested in the currently duly installed Florida Black Caucus of Local Elected Officials officers
- Section 4.02. Qualification and Selection. Each officer of the organization shall be a Regular Member of the corporation for at least one year.
- Section 4.03. Officer Duties. President - shall preside at all meetings of the members of the Board of Directors and shall perform such other duties as may from time to time be requested of him/her by the Board of Directors. The Vice Presidents, in order of their rank according to the listing under Section 5.01, shall perform the duties of the President in his/her absence and such other duties as may from time to time be assigned to them by the Board of Directors; Secretary and Assistant Secretary – shall attend all meetings of the members of the Board of Directors and other meetings and shall record all the votes of the members and of the Directors and the minutes of the meeting to the members and of the Board of Directors and of committees of the Board of Directors for distribution to members. He She shall receive and record monies and deliver the same to the Treasurer, perform other such duties as are customarily incidental to the Office of Secretary or as may be assigned by the Board of Directors or the President, maintain a list of all memberships by classes, give notice of all meetings, properly handle all correspondence not otherwise specifically delegated and shall be responsible for carrying out all

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orders, votes and resolutions and Treasurer and Assistant Treasurer – Receive all monies from the Secretary and deposit same in a depository approved by the Board of Directors, keep records for the receipt and disbursement of all monies, prepare an annual budget, under the director of the President, for submission to the Board of Directors and the membership, assist in preparing the Annual Report of Directors to present at the annual membership meeting and perform such other duties as are customarily incidental to the Office of Treasurer or as may be assigned by the President or the Board of Directors.

ARTICLE V Board of Directors

- Section 5.01. Number and Term of Office. The Board of Directors shall consist of thirteen (13) members who shall include the following: President, 1st Vice President, 2nd Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Parliamentarian, Historian, Chaplain, Sergeant-at-Arms, Regional Coordinator and the Immediate Past President of the Florida Black Caucus of Local Elected Officials. Each President shall hold office until the next annual meeting of the members and until his/her successor shall have been elected or qualified, or until his earlier death, resignation or removal.
- Section 5.02. Organization. At every meeting of the Board of Directors, the President, or in the case of a vacancy in office or absence of the President, one of the following officers presented in the order stated: 1st Vice President, 2nd Vice President or a chairperson chosen by a majority of the Directors present, shall preside, and the Secretary, or in his/her absence, the Assistant Secretary, any person appointed by the Chairman of the meeting, shall act as Secretary.
- Section 5.03. Resignations. Any Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 5.04. Vacancies. The Board of Directors may declare vacant the office of a Director if he/she is declared of unsound mind by an order of court, or convicted of felony, or for any other proper cause, or if within sixty (60) days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board of Directors.
- Any vacancy or vacancies on the Board of Directors because of death, resignation, removal in any manner other than under the provisions of Section 5.05 of this Article or any other cause, may be filled by a majority of the remaining members of the Board of Directors though less than a quorum, at any regular or special meeting; and each person so elected shall be a Director to serve for the balance of the unexpired term. The Board of Directors may appoint a replacement to serve the remainder of a board member's term.
- Section 5.05. Removal. At any special meeting called for the purpose of removing or electing Directors, the entire Board of Directors, or any individual Director, may be removed from office by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the Directors. In case the Board of any one or more Directors are so removed, a new Director may be elected at the same meeting.
- Section 5.06. Place of Meeting. Meetings of the Board of Directors may be held at such place as the Board of Directors may from time to time appoint, or as may be designated in the notice of the meeting, including by conference call.

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- Section 5.07. Organization Meeting. Immediately after each annual election of Directors or other meeting at which the entire Board of Directors is selected, the newly selected Board of Directors shall meet for the purpose of organization, election of officers, and the transaction of other business, at the place where said selection of Directors was held. Notice of such meeting need not be given but place and time shall be announced during the annual or special meeting. Such organization meeting may be held at any other time and place which shall be specified in a notice given as provided in Section 5.09 of this Article for special meetings of the Board of Directors.
- Section 5.08. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by the President of the Board of Directors. If the date fixed for any such regular meeting is a legal holiday under the laws of the State then the same shall be held on the next succeeding day.
- Section 5.09. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by five or more of the Directors. Notice of each such meeting shall be given to each Director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by telegram) or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held. Every such notice shall state the purpose, time and place of the meeting.
- Section 5.10. Quorum, Manner or Acting, and Adjournment. A majority of the Directors in office shall be present at each meeting in order to constitute a quorum of the Board of Directors for the transaction of business. Every Director shall be entitled to one vote. Except as otherwise specified in the articles or these By-laws or provided by statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only as a Board and the individual Directors shall have no power as such, except that any action which may be taken at a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the corporation.
- Section 5.11. Interested Directors or Officers: Quorum. No contract or transaction between the corporation and one or more of its members, Directors or Officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the member, Director or Officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, if:
- 1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum, or
 - 2) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract or transaction is specifically approved in good faith by vote of such members, or
 - 3) The contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified, by the Board of Directors or the members.

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Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorized a contract or transaction specified in this section. However, the interested Director shall absent him/herself from any discussion and voting on the contract or transaction in question.

ARTICLE VI Notice-Waivers-Meetings

Section 6.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these By-laws, or the State of Florida Non-profit Corporation Act, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his/her address appearing on the books of the corporation, or in the case of Directors, supplied by him/her to the corporation, or in the case of Directors, supplied to him/her to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for the transmission to such person. A notice of meeting shall specify the purpose, place, day, and hour of the meeting and any other information required by law or these By-laws.

When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 6.02. Waivers of Notice. Whenever any written notice is required to be given under the provisions of the articles, these By-laws, or the Laws of the State of Florida, 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. Except as otherwise required by this section, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 6.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as to not enlarge its original purpose.

Section 6.04. Exception to Requirement of Notice. Wherever any notice or communication is required to be given to any person under the provisions of the articles or these By-Laws, or the State of Florida Nonprofit Corporation Act, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with such person is then unlawful, the giving of such notice or communication to such person shall not be required and there shall be no duty to apply for a license or other permission to do so.

Section 6.05. Conference Telephone Meetings. One or more persons may participate in a meeting of the Board, or a committee of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. The quorum provisions in Section 5.10 shall be applicable.

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ARTICLE VII Officers

- Section 7.01. Number, Qualifications and Designation. The officers of the corporation shall be a President, a 1st Vice Presidents, a 2nd Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, a Parliamentarian, a Historian, a Chaplain, a Sergeant-at-Arms and a Regional Coordinator and such other officers as may be elected in accordance with the provisions of Section 7.03 of this Article. The President and Vice Presidents shall function as Chairperson and Vice Chairpersons, respectively, of the Board of Directors.
- Section 7.02. Election and Term of Office. The officers of the corporation, except those elected by delegated authority pursuant to Section 7.03 of this Article, shall be elected annually by the members entitled to vote, and each such officer shall hold his/her office until the next annual meeting and until his/her successor shall have been elected and qualified, or until his/her earlier death, resignation, or removal. No person may hold the same office for more than three (3) consecutive terms.
- Section 7.03. Subordinate Officers, Committees and Agents. The President of the Board of Directors may from time to time select such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including one or more assistant secretaries, and one or more assistant treasurers, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these By-Laws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to elect subordinate officers and to retain or appoint employees or other agents or committees thereof, and to prescribe the authority and duties of such subordinate officers, committees, employees or other agents.
- Section 7.04. Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Directors, or to the President or the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 7.05. Removal. Any appointed officer, committee, employee or other agent of the corporation may be removed, either for or without cause, by the President of the Board of Directors whenever in the judgment of the President of the Board of Directors the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.
- Section 7.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 7.03 of this article, as the case may be, and if the office is one for which these By-Laws prescribe a term, shall be filled for the unexpired portion of the term.
- Section 7.07. General Powers. All officers of the corporation as between themselves and the corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these By-Laws.
- Section 7.08. The President. The President shall, or in his/her absence the 1st Vice President, then 2nd Vice President, then in the order rank according to the listing in Section 7.01, preside at all meetings of the members of the Board of Directors and shall be the Chief Executive Officer of the Corporation and shall have general supervision over

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the activities and operations of the corporation, subject, however, to the control of the Board of Directors. He She shall sign, execute and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, to some other officer or agent of the corporation, and, in general, shall perform all duties incidental to the office of President, and such other duties as from time to time may be assigned to him/her by the Board of Directors.

ARTICLE VIII

Indemnification of Directors, Officers, Etc.

- Section 8.01. Directors and Officers: Third Party Actions. The corporation shall indemnify any Director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a representative of the corporation (which, for the purposes of this Article, shall mean a Director, officer employee or agent of the corporation or a person who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.
- Section 8.02. Directors and Officers: Derivative Actions. The corporation shall indemnify any Director or Officer of the corporation who was a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a representative of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the Court of Common Pleas or such other court shall deem proper.
- Section 8.03. Employees and Agents. To the extent that a representative of the corporation who neither was nor is a Director or Officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.01 and 8.02 of this Article or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith. Such a representative may, at the discretion of the corporation, be indemnified by the corporation in any other circumstances to any extent if the corporation would be required by

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Section 8.01 and 8.02 of this Article to indemnify such person in such circumstances to such extent if he/she were or had been a Director or Officer of the corporation.

Section 8.04. Procedure for Effecting Indemnification. Indemnification under Sections 8.01, 8.02 and 8.03 of this Article shall be made when ordered by court (in which case the expenses including attorneys' fees of the representative enforcing such right of indemnification shall be added to and be included in the final judgment against the corporation) and may in the specific case upon a determination that indemnification of the representative is required or proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 8.01 or 8.02 of this Article. Such determination shall be made:

- (1) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding,
- (2) If such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or so directs, by independent legal counsel in a written opinion, or
- (3) By the members.

Section 8.05. Advancing Expenses. Expenses (including 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, upon authorization by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of a Director or Officer to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as required in this Article or authorized by law and may be paid by the corporation in advance on behalf of any other representative when authorized by the Board of Directors upon receipt of a similar undertaking.

Section 8.06. Scope of Article. Each person who shall act as a representative of the corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, but of members or disinterested Directors, stature or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office or position and shall continue as to a person who has ceased to be a representative of the corporation and shall insure to the benefit of the heirs and personal representative of such a person.

This Article shall not affect the liability of a representative with respect to the administration of trust assets held by the corporation pursuant to the State of Florida Nonprofit Corporation Act.

ARTICLE IX

Miscellaneous

Section 9.01. Corporate Seal. The corporation shall have a corporate seal prescribed by the laws of the State of Florida.

Section 9.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by the President and the Treasurer. The President and Treasurer shall be bonded.

Section 9.03. Contracts. Except as otherwise provided in these By-laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

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Section 9.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees as the Board of Directors shall from time to time determine.

Section 9.05. Annual Report of Directors. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (3) The revenue and receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
- (5) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

The annual report of the Board of Directors shall be filed with the minutes of the meeting of members.

Section 9.06. Amendment of By-Laws. These By-Laws may be amended or repealed, or new by-laws may be adopted, either:

- (1) By the vote of the members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any duly organized annual or special meeting of members.

Or

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- (2) With respect to these matters which are not by statute reserved exclusively to the members, a vote of a majority of the Board of Directors of the Corporation in office at any regular or special meeting of Directors.

Such proposed amendment, repeal or new by-laws, or a summary thereof, shall be set forth in any notice of such meeting, whether annual, regular or special provided that the proposed amendment(s) shall have been prepared in writing and distributed to the members or Directors for their discussion and ratification thirty (30) days in advance of the membership meeting.

DATE: _____ APPROVED BY THE BOARD OF DIRECTORS

DATE: _____ APPROVED BY MEMBERSHIP

PRESIDENT

SECRETARY