

**The Hope Center for Autism, Inc.**  
**By-Laws**

As Amended December 8, 2008

**Article I**  
**Name**

**Section 1.1 Name**

The name of the corporation shall be The Hope Center for Autism, Inc. (the corporation).

**Article II**  
**Principle Office**

**Section 2.1 Principle Office**

The principle office of the Hope Center for Autism shall be located within the boundaries of the Martin County School District, in Martin County, Florida.

**Article III**  
**Organization**

**Section 3.1 Statement of Purpose**

The purpose of this corporation is as expressed in its Articles of Incorporation. It is organized exclusively for charitable, literary and educational purposes, including the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code and the Florida Not for Profit Corporation Act.

**Section 3.2 Dissolution**

In the event the Corporation is dissolved, the Board of Directors ("Board") shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, and exempt under Section 501(c)(3) of the Internal Revenue Code.

**Article IV**  
**Prohibited Activities**

**Section 4.1 Compliance with Internal Revenue Codes**

The Corporation shall conduct and carry on activities permitted under Section 501(c)(3) of the Internal Revenue Code and its regulations.

**Section 4.2 Non-Discrimination**

This Corporation shall conduct all activities and offer all services without discrimination on the basis of race, religion, country of national origin, sex or age. All services shall be offered in keeping with federal and state statutes relating to non-discrimination and the

rights of persons with disabilities.

## **Article V** **Board of Directors**

### **Section 5.1 General Powers**

Subject to the limitations of the Florida Not for Profit Corporation Act, the corporations <sic> Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board. No assignment, referral or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the corporation's activities, and the Board may rescind any such assignment, referral or delegation at any time.

### **Section 5.2 Number of Directors**

The initial board shall consist of five (5) directors. The number of directors may at any time be increased or decreased to no more than nine (9) and no less than five (5) by a majority vote of the Board. In the event of an increase in the number of directors, the additional directorships created shall be filled in accordance with Section 5.6.

### **Section 5.3 Quorum and Voting**

No less than <sic> 51% of full board shall constitute a quorum. The Board shall attempt to reach a general consensus on all actions before the Board; provided, however, that every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Directors may participate by speakerphone. Absent members have the right to vote by proxy on specific proposals for a specific meeting by submitting their instructions in writing to the chairperson prior to the meeting.

### **Section 5.4 Specific Powers**

Without prejudice to its general powers, but subject to the same limitations set forth above, the Board shall have the following powers in addition to any other powers enumerated in these Bylaws and permitted by law:

- a. To select and remove the Executive Director of The Hope Center, to prescribe powers and duties for the Executive Director which are not inconsistent with law, the corporation's Articles of Incorporation or these Bylaws; and to fix the salary of Executive Director as well as compensation for all employees of The Hope Center.
- b. To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations thereof which are not inconsistent with the law, the corporation's Articles of Incorporation or these Bylaws, as it deems best;

- c. To adopt, make and use a corporate seal and to alter the form of the seal from time to time, as it deems best;
- d. To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered thereof, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's <sic> and other evidences of debt and securities thereof.
- e. To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage;
- f. To act as trustee under any trust incidental to the principal object of the corporation, and receive, hold, administer, exchange and expend funds and property subject to such trust;
- g. To acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of real and personal property;
- h. To assume any obligations, enter into any contracts or other instruments, and do any and all other things incidental or expedient to the attainment of any corporate purpose;
- i. To carry out such other duties as are described in the Charter.

#### Section 5.5 Nomination of Directors

Candidates for Directors may be nominated by any existing director during any meeting of the board. Candidates must attend one <sup>(1)</sup> board meeting prior to being nominated.

#### Section 5.6 Election of Directors

Directors may be elected at any regular meeting of the board in which a quorum is present by a majority vote. A newly elected director shall not be considered a member of the board until all governmental requirements for financial disclosure and background checks have been satisfied.

#### Section 5.7 Term of Elected Directors

The regular term of directors shall be for one <sup>(1)</sup> year from January 1<sup>st</sup> to December 31<sup>st</sup>. Normally, elections for this term shall be held in November of the previous year. Those directors elected mid-term or serving at the time of the amendment shall serve to the end of the current year. If elections have not occurred by January 1<sup>st</sup> it is the responsibility of the board effective December 31<sup>st</sup> of the previous year to elect the board to govern the current year. <Sentence was omitted.>

#### Section 5.8 Vacancies

- a. A Board vacancy or vacancies shall be deemed to exist if any Director dies, resigns, or is removed, or if the authorized number of Directors is increased.
- b. The Board may declare vacant the office of any Director who has been convicted of a felony, or has been found to have breached any duty arising under the Florida Not for Profit Corporation Act, or has been determined to be of unsound mind by a court of competent jurisdiction, or has failed to attend three <sup>(3)</sup> or more meetings of the Board of Directors in any calendar year.
- c. Removal of a director shall be initiated by submitting a written request to the Board President, signed by a minimum of two Directors. The Board shall hold a meeting within

fourteen <sup>(14)</sup> days after receiving such a request. The meeting shall be conducted in accordance with the due process rights of all parties and all applicable Sunshine Laws.

d. A vacancy on the Board shall be filled in the manner described in Section 5.5 and 5.6 of these Bylaws.

e. No reduction of <sup><sic></sup> the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

### Section 5.9 Resignation

A director of the Corporation may resign by tendering his/her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principle place of business. The vacant position shall be filled in accordance with Sections 5.5 and 5.6 of these by-laws.

### Section 5.10 Compensation of Directors

Directors shall not receive compensation for services rendered in their capacities as Directors. Nothing shall be construed to preclude a Director from receiving reimbursement from the Corporation for expenses incurred while serving the Corporation as a Director.

### Section 5.11 Annual Meeting of the Board

An annual meeting of the Board shall be held within three <sup>(3)</sup> months after the end of the Corporation's fiscal year. This meeting may take place during a regularly scheduled board meeting.

### Section 5.12 Special Meetings

Special meetings of the Board may be called at any time by the President of the Corporation. Special meetings of the Board must be called by the President within fourteen <sup>(14)</sup> days after receipt of a written request by any two <sup>(2)</sup> or more Directors. Written notice of a special meeting shall be given to each Director not less than <sup><sic></sup> two <sup>(2)</sup> days prior to the meeting. The notice shall set forth the time, place and purpose of the meeting. The business transacted at any special meeting need not be limited to those set forth in the notice.

### Section 5.13 Regular Meetings

The board shall meet at least six <sup>(6)</sup> times each year, including the annual meeting, each such meeting being approximately two <sup>(2)</sup> months from the date of the previous meeting. Regular meetings of the Board shall be held on the second Monday of even numbered months and shall be noticed in accordance with Florida State Statute Section 286.001 (The Florida Sunshine Law).

### Section 5.14 Voting Shares of Stock

In the event the Corporation owns shares of stock in another corporation, such shares shall be voted by the President, or his designee, as authorized by a majority vote of the Board.

## Article VI Officers

### Section 6.1 Number

The corporation shall have a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board. The same person may hold any two (2) or more offices. Officers need not be residents of the State of Florida. The failure to elect an officer shall not affect the existence of the Corporation.

### Section 6.2 Election and Term of Office

All officers of the corporation shall be elected by a vote of the Board as set forth in section 5.3. The regular term for officers shall be for one (1) year from January 1<sup>st</sup> to December 31<sup>st</sup>. Any officer elected midterm shall serve to the end of the current year. If elections have not occurred by January 1<sup>st</sup>, they shall occur as soon as is practical and shall be effective as if occurring on December 31<sup>st</sup>. A term of an elected officer shall not expire until his/her successor has been duly elected and qualified.

### Section 6.3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification of otherwise, shall be filled by an election by the Board as set forth in Section 5.6 for the remainder of the term.

### Section 6.4 Resignation or Removal of Officers

An officer of the Corporation may resign at any time by tendering his resignation in writing to the ~~President~~ or the Secretary. Resignations shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation. An officer of the Corporation may be removed in the manner listed in Section 5.8b and 5.8c.

### Section 6.5 President

The President shall be the principle executive officer of the Corporation and subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside over meetings of the Board of Directors. The President shall act as a duly authorized representative of the Board and the Corporation in all matters in which the board has not formally designated some other person to act. The President shall report as directed to the Board at each meeting. The President may sign, with the secretary or any other proper officer of the Corporation authorized by the board, deeds, mortgages, bonds, contracts, or other instruments with the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

### Section 6.6 Vice President

The Vice President shall act in the place of the President in the event the Presidents <sic> absence, inability, or refusal to act, and shall exercise and discharge such other duties as

may be required of him/her by the Board.

#### Section 6.7 Secretary

The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and Committees. The Secretary shall also attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

#### Section 6.8 Treasurer

The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

#### Section 6.9 Other Officers

Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

#### Section 6.10 Succession of Officers

Unless otherwise directed by a vote of the Board, in the event that an officer of the Corporation has not resigned or been removed but is unable to act in such position for a period of one <sup>(1)</sup> month or more, whether due to disability or other reason, then another officer of the Corporation shall serve in that office until such officer is either removed or is able to perform his/her duties. The following succession will be followed. <sic>

6.10.1 The Vice President shall perform the services of the President

6.10.2 The President shall perform the services of the Treasurer

6.10.3 The Treasurer shall perform the services of the Secretary

6.10.4 The Secretary shall perform the services of the Vice President

The above assigned services shall be in addition to services of elected office.

#### Section 6.11 Salaries

Officers shall not receive compensation for services rendered in their capacities as Officers. Nothing shall be construed to preclude an Officer from receiving reimbursement from the Corporation for expenses incurred while serving the Corporation as an Officer.

### Article VII Committees of the Board

#### Section 7.1 Committees of the Board

The Board may, by resolution, establish standing committees and special committees of the Board. Appointments to the standing committee shall be made by the Board at the annual meeting. In addition, the President may, if authorized by the Board, appoint the members and chairmen of any special committees the Board may create, which members and chairmen may include persons who are not members of the Board.

### Section 7.2 Standing Committees

Standing committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each standing committee shall be specified in the resolution creating the committee.

### Section 7.3 Special Committees

Special committees shall be created as required by resolution of the Board. The purpose, duties, number of members and reporting requirements of each special committee shall be specified in the resolution creating the committee.

### Section 7.4 Committee Members Term of Office

Members of each committee shall continue in office until the next annual meeting of the Board, and until their successors are appointed, unless the committee of which they are members is sooner terminated by resolution of the Board, or until resignation or removal as committee members.

### Section 7.5 Committee Meetings

Meetings of any committee may be called by the Chairman of such committee or by the written request of one-third <sup>(1/3)</sup> of the committee members. Notice shall be given at least two <sup>(2)</sup> days prior to the meeting. Each committee shall keep minutes of its meetings and report to the Board as necessary with recommendations. Committee members may participate via speakerphone, and may vote by proxy on specific measures through written instructions to the chairperson.

### Section 7.6 Resignation or Removal of Committee Members

A member of any committee may resign at any time by tendering his/her resignation in writing to the President of the Board. The Board by a vote, may remove, with or without cause, any member from a committee and specifically, but not by way of limitation, may remove any member from a committee for failing to attend three <sup>(3)</sup> consecutive meetings of the committee.

## **Article VIII**

### **Indemnification of Directors and Officers**

### Section 8.1 Indemnification

The Corporation shall indemnify to the fullest extent permitted by law each of its officers, Directors, whether or not then in office (and his/her executor, administrator and/or heirs) or any person who may have served at its request as a director or officer, of another corporation, partnership, joint venture, trust or other enterprise as well as the executor, administrator and heirs of any of them against all reasonable expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and necessarily incurred by him/her in in connection with any threatened, pending or completed action, suit proceeding or arbitration, whether civil or criminal, administrative or investigative (including any appeal thereof), to which he/she is or is threatened to be made a party because he/she is or was a Director,



officer, employee or agent of this Corporation, or such other Corporation, partnership, joint venture, trust or other enterprise. He <sic> shall have no right to reimbursement, however, in relation to matters as to which he<sic> has been adjudged liable to the Corporation for gross negligence or willful misconduct in the performance of his <sic> duties to the Corporation. The foregoing right of indemnification shall be in addition to a <sic> not exclusive of all other rights to which such Director, officer, employee or agent may be entitled.

### Section 8.2 Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or 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 any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Article VIII.

## Article IX Contracts, Checks, Deposit Books and Records

### Section 9.1 Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Section 9.2 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 a resolution of the Board, which authority may be general or confined to specific instances.

### Section 9.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers <sic> or officers, agent or agent of the Corporation and in such manner as shall from time to time be determined by Resolution of the Board.

### Section 9.4 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.

### Section 9.5 Gifts

The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise.

## Article X Amendments to Bylaws



### Section 10.1 Vote Requirement

These Bylaws may be amended by a vote of two-thirds <sup>(2/3)</sup> of the Board.

### Section 10.2 Procedure

When there is a proposed amendment to these Bylaws, a revised copy with all changes highlighted, shall be made available to the Board not less than two weeks before the proposed vote.

## **Article XI Miscellaneous**

### Section 11.1 Fiscal Year

The fiscal year shall be from July 1<sup>st</sup> to June 30<sup>th</sup>. The fiscal year may be changed by the Board of Directors, from time to time, subject to applicable law.

### Section 11.2 Notices

Whenever notice is required to be given, it may be given in person, through the mail, by fax or by e-mail, to the address, phone number or e-mail address appearing in the books of the Corporation or supplied to the Corporation for the purpose of notice.