

BY-LAWS
Of
COLLABORATIVE DIVORCE TEAM, INC.

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Certified to be a true and correct copy of the Bylaws of
the Corporation, duly adopted by the
Board of Directors on 2008.

Secretary

**BY-LAWS
OF
COLLABORATIVE DIVORCE TEAM, INC.**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01 Name, Etc. This corporation shall be known as the Collaborative Divorce Team, Inc. (the "Corporation"). The Corporation is a not-for-profit corporation with members, incorporated under the Not-for-Profit Corporation Law of the State of Florida (the "Not-for-Profit Corporation Law"). All powers and duties conferred by or under the laws of the State of Florida shall be vested in the members of the Corporation.

Section 1.02 Purposes. The purposes for which the Corporation has been organized are as follows:

- (A) to foster, cultivate, advance and promote the principles of Collaborative Law & Collaborative Practice;
- (B) to operate as a not-for-profit organization;
- (C) to elevate the standards of integrity, honor and courtesy in the legal profession, the mental health profession and the financial services profession;
- (D) to coordinate and foster the cooperation between the legal profession, the mental health profession, the financial services profession and other professionals serving the public in family matters;
- (E) to facilitate the administration of the organization of members;
- (F) to govern and discipline its members;
- (G) to promote justice and the ethical practice of law, however, the practice of law by the organization shall be prohibited;

**ARTICLE II
MEMBERS**

Section 2.01 Class of Members. There shall be two classes of membership in the Corporation. An attorney member: shall be an attorney licensed to practice law in the State of Florida. An "Other Professionals" member includes mental health professionals, financial professionals and other divorce-related professionals in good standing with the State of Florida. Each member has one (1) vote.

Section 2.02 New Members. Any person who is an attorney, mental health professional, financial professional or other divorce-related professional in good standing licensed to practice in the State of Florida who meets the qualifications and requirements established by the Board.

Section 2.03 Termination of Membership. The Board of Directors, by a majority vote of the Board, may suspend or expel any member of the Corporation for good cause.

Section 2.04 Resignation. Any member may resign as a member in good standing by

filing a written resignation with the Secretary of the Corporation, but such resignation shall not relieve any member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid, nor shall any portion of any dues paid be refunded to the resigned member.

Section 2.05 Dues and Fees:

1. Membership Dues: Membership dues for Attorney members is a one-time payment of \$250.00. Membership dues for Other Professionals membership is a one-time payment of \$125.00. Dues for all members of the Corporation shall be established by the Corporation's Board of Directors (and shall be paid directly to the Corporation office).

2. Annual Dues. From time to time, annual dues for each class of members may be established by the Board of Directors, and, if so established, shall be paid directly to the Corporation office according to procedures established by the Board of Directors.

3. Fees: Fees for membership, training, marketing or any other purpose determined by the Board of Directors to be in the best interests of the Corporation, as well as the dates such fees are required to be paid, may be established by the Board of Directors.

ARTICLE III
MEETINGS OF MEMBERS

Section 3.01 Annual Meetings. A meeting of members shall be held annually for the election of the Board of Directors and the transaction of other business on a date in the month of June each year, or at such other date as may be fixed from time to time by the Board of Directors.

Section 3.02 Monthly Meeting. Monthly meetings of the members are held on the second Thursday of each month at noon. The Board of Directors shall, from time to time, establish the location of the monthly member meeting.

Section 3.03 Special Meetings. Special meetings of members may be called at any time by the Board of Directors or by the President. Special meetings of members may also be called by those members entitled to cast 10 percent of the total number of votes entitled to be cast at such meeting, who may in writing demand the calling of a special meeting specifying the date thereof, which shall not be less than 60 nor more than 90 days from the date of such written demand. The Secretary of the Corporation upon receiving such written demand shall promptly give notice of such meeting, or if the Secretary fails to do so within five business days thereafter, any active member signing such demand may give such notice.

Section 3.04 Action of Members Without a Meeting. Whenever under the Florida Not For Profit Corporation Law the members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

Section 3.05 Notice of Meetings.

(a) Written notice shall be given of each meeting of members, stating the place, date and hour of the meeting. Notice of a special meeting of members at which any vote is contemplated to be taken shall state the purpose or purposes for which the meeting is being called and shall also indicate that such notice is being issued by or at the direction of the person or persons calling the meeting.

(b) Each member of the Corporation shall provide the board of directors with an e-mail address at which the member can be contacted for notice purposes.

(c) Any notice required or permitted to be given under the Not For Profit Corporations Acts, or any successor legislation, or the by-laws of the Corporation is validly given if sent in the form of an e-mail to the last known e-mail address of the person for whom the notice is intended.

(d) Notice given by e-mail is deemed received by the person for whom the notice is intended on the next day after it is sent to the person's last known e-mail address whether or not that e-mail address actually received the transmission.

(e) A notice of any meeting of members at which any vote is contemplated to be taken shall be given, not less than 10 nor more than 50 days before the date of the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed given when deposited in the United States mail, with postage thereon prepaid, or when transmitted by email, directed to the member at his/her address as it appears on the record of members or, if he/she shall have filed with the Secretary a written request that notices to him/her be mailed to some other address, then directed to him/her at such other address.

(f) The attendance of any member at a meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him/her.

Section 3.06 Record Dates. For the purpose of determining the members entitled to notice of or to vote at a meeting of members or any adjournment thereof, the Board of Directors may fix a date of record which shall not be more than 50 days nor less than 10 days before the date of such meeting. For the purpose of determining members entitled to express consent to or dissent from any proposal without a meeting, or for any other action, the Board of Directors may fix a date of record which shall not be more than 50 days prior to such action.

Section 3.07 Quorum and Adjourned Meetings.

(a) At any meeting of members at which any vote is contemplated to be taken, active members entitled to cast 20 percent of the total number of votes entitled to be cast thereat, shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any member.

(b) Despite the absence of a quorum, the members present may adjourn the meeting to another time and place, and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally called.

Section 3.08 Organization. At every meeting of members the President, or (in the President's absence) the Vice President, or (in the Vice President's absence), any officer, or (in the absence of all such officers) a person selected by the meeting, shall act as Chair of the meeting. The Secretary or (in the Secretary's absence) a person appointed by the Chair of the meeting, shall act as secretary of the meeting.

Section 3.09 Voting. Whenever any corporate action, including the election of the Board of Directors, is taken by vote of the members, it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at such meeting, by active members of the Corporation (provided a quorum is present).

Section 3.10 Proxies.

(a) Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy.

(b) Every proxy must be signed by the member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

(c) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the Secretary of the Corporation.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors. The Board may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers, and the management of the affairs of the Corporation as it may deem proper, consistent with the laws of the State of Florida, the Articles of Incorporation and these By-laws.

Section 4.02 Number and Qualification. The number of Directors constituting the entire Board shall be such number, not less than three and no more than eleven, as shall be fixed from time to time by a majority of the entire Board. As used herein, the term "entire Board" shall mean the total number of Directors which the Corporation would have if there were no vacancies on the Board. Each Director shall be a member of the Corporation in good standing, and the Board of Directors shall include the President, Vice President(s), Secretary, Treasurer,

Webmaster and Florida Bar Liaison of the Corporation and other members determined from time to time by the Board.

Section 4.03 Election: Term of Office. The Directors shall be elected by the members entitled to vote thereon at each annual meeting of members or at a special meeting called for that purpose. The term of office of the Directors shall expire at the succeeding annual meeting, or until his/her successor is duly elected and shall qualify, unless his/her Directorship shall be earlier vacated by his/her death, resignation or removal as provided by this Article.

Section 4.04 Vacancies. Any vacancy occurring in the Board of Directors for any reason, including the removal of a Director, may be filled by a majority vote of the Directors remaining in office, even though less than a quorum. Any person so elected to fill a vacancy shall serve for the unexpired term of that Director whose vacancy is being filled.

Section 4.05 Removal. Any Director may be removed for cause at any meeting by a two-thirds vote of the Board, provided that: (a) the notice of the meeting shall have named the Director sought to be removed and specified the acts or omissions deemed to constitute cause for removal; and (b) the Director sought to be removed shall be afforded the opportunity to be heard at such meeting. Without limiting the acts or omissions which may constitute cause for removal, failure to attend three consecutive regular meetings of the Board without prior notification and without legitimate excuse shall constitute such cause.

Section 4.06 Annual Meeting. The annual meeting of the Board of Directors shall be held immediately following the annual election of Directors, at the place of the annual or special meeting of members at which Directors are elected, for the purpose of electing officers of the Corporation and the transaction of other business. Notice of such meeting need not be given. Notwithstanding the foregoing, the annual meeting of the Board may instead be held on such other date and at such other place as may be fixed by resolution of the Board; provided, however, that in such case notice of the meeting shall be given as hereinafter provided for special meetings of the Board.

Section 4.07 Regular Meetings. Regular meetings of the Board of Directors shall be held at such places within or without the State of Florida on such dates and at such times as the Board may from time to time determine. Once so determined, notice need not be given of a regular meeting of the Board.

Section 4.08 Special Meetings: Notice. Special meetings of the Board of Directors may be called by the President, and shall be called by the President or the Secretary upon the written request of Directors. Notice of each special meeting of the Board, stating the place, date, time and purposes thereof, shall be given to each Director by (a) delivering the same to him/her personally, or sending the same to him/her by telecopier (fax), or e-mail, if personal delivery or first-class mail are waived if required, or leaving the same at his/her residence or usual place of business, at least one day before the meeting, or (b) mailing the same to him/her, postage prepaid and addressed to him/her at his/her last known address according to the records of the Corporation, at least five days before the meeting. No notice of any adjourned special meeting of the Board need be given other than by announcement at the meeting.

Section 4.09 Waiver of Notice. Notice of any meeting of the Board need not be given to any Director who submits a signed written waiver thereof whether before or after the meeting, nor to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

Section 4.10 Quorum and Vote. At least a majority of the Board shall constitute a quorum for the transaction of any item of business at any meeting of the Board; provided, however, that if less than such number is present at a meeting, a majority of Directors present may adjourn the meeting from time to time without further notice. The act of the majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 4.11 Action Taken Without a Meeting. Any action required or permitted to be taken by the Board or any committee at a duly held meeting may be taken without a meeting if all members of the Board or the committee, as the case may be, consent in writing to the adoption of the resolution authorizing the action. Such resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board or the committee.

Section 4.12 Personal Attendance by Conference Communication Equipment. Any one or more members of the Board or any committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE V **COMMITTEES**

Section 5.01 Executive Committee. The Board, by resolution adopted by a majority of the entire Board, may (if it deems it advisable) designate from among its members an Executive Committee consisting of at least three Directors. Unless the Board shall determine otherwise, the Executive Committee shall consist of the officers of the Corporation. The Executive Committee shall consist only of Officers of the Corporation and shall, to the extent provided in the resolution, have all of the authority of the Board, except that no Executive Committee shall have authority as to any of the following matters: (a) the submission to the members of any action requiring members' approval; (b) the filling of any vacancy on the Board or on the Executive Committee; (c) the fixing of compensation of any Director for serving on the Board or on any committee; (d) the amendment or repeal of the Bylaws or the adoption of new Bylaws; or (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable. All action taken by the Executive Committee shall be duly reported at the next following meeting of the Board. Any reference in these Bylaws to the Board shall include the Executive Committee, if there be one, unless the context or an express provision requires otherwise.

Section 5.02 Standing Committees.

(a) The Board of Directors may from time to time appoint, constitute and empower one or more special committees of the Board, within the meaning of the Florida Not-for-Profit Corporation Law, which are herein called "Standing Committees."

(b) Each Standing Committee and each member thereof shall serve at the pleasure of the Board of Directors. Each Standing Committee shall have such powers and duties as may be determined by the Board, except that the Board shall not delegate to any Standing Committee any authority which bylaw, the Certificate of Incorporation or these Bylaws may be exercised only by Directors of the Corporation. Without limiting the generality of the foregoing, the Nominating Committee, if there be one, shall be responsible for recommending to the Board of Directors candidates for election as Directors and officers of the Corporation.

(c) The Chair of each Standing Committee shall be appointed by the President, with the consent of the Executive Committee; provided, however, that unless otherwise determined from time to time by the Board: (1) the Chair of each Standing Committee shall be a Director of the Corporation; (2) all other members of Standing Committees shall be members of the Corporation but need not be Directors; and (3) the Nominating Committee shall consist of at least three Directors, the immediate past President of the Corporation (who, if available, shall also serve as Chair), and one active member of the Corporation. In addition, the President may, with the consent of the Executive Committee, designate one or more alternate members of any Standing Committee, who may replace any absent member or members at any meeting thereof.

Section 5.03 Other Committees. Apart from the Executive Committee and Standing Committees, the President with approval of the Executive Committee may from time to time appoint, constitute and empower one or more special committees, advisory committees, ad hoc committees and subcommittees, whether or not comprised of Directors or members of the Corporation, as it shall determine (collectively, "Other Committees")' Each Other Committee and each member thereof shall serve at the pleasure of the Board of Directors. Each Other Committee shall have such powers and duties as may be determined by the President and Executive Committee, except that the President and Executive Committee shall not delegate to any Other Committee any authority which by law, the Certificate of Incorporation or these Bylaws may be exercised only by Directors or members of the Corporation. The Chair and each member of each Other Committee shall be appointed by the President, with the consent of the Executive Committee. In addition, the President may, with the consent of the Executive Committee, designate one or more alternate members of any Other Committee, who may replace any absent member or members at any meeting thereof.

Section 5.04 In General. All committees shall keep regular minutes of their meetings and shall cause them to be recorded in books kept for that purpose, and shall report to the Board of Directors whenever requested by the Board so to do.

ARTICLE VI **OFFICERS**

Section 6.01 Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary and such other officers as the Board may from time to time

determine by resolution. Any two or more offices may be held by the same person, except the offices of President and Secretary. Each officer shall be an active member and a Director of the Corporation.

Section 6.02 Elections, Term of Office. Each officer (including, but not limited to the President, Treasurer, Secretary) shall be elected by the members at the annual meeting of the membership, and shall serve for a term of one year and until his/her successor is duly elected and shall qualify, unless his/her office shall be earlier vacated by his/her death, resignation or removal as provided by this Article.

Section 6.03 Removal. Any officer of the Corporation may be removed from office, with or without cause, by the affirmative vote of a majority of the Board.

Section 6.04 Vacancy. Any vacancy in any office because of resignation, removal or any other reason may be filled for the unexpired term of that office by action of the Board.

Section 6.05 President. The President shall serve as the chief executive officer of the Corporation and shall be the presiding officer at all meetings of the members, of the Executive Committee and of the Board of Directors. He/She shall have the power and duty to exercise general supervision over the affairs and operations of the Corporation and shall perform all duties of the President otherwise prescribed by these Bylaws and all other duties incidental to the office of President. The President shall also serve as an ex-officio member of each committee, and shall have the authority to sign checks or drafts of the Corporation.

Section 6.06 Vice President. The Vice President shall perform such duties and have such authority as may be assigned to him/her from time to time by the President or by the Executive Committee or the Board. In the absence of the President, or upon the inability of the President to act, the Vice President shall perform the duties and exercise the authority of the President. The members may elect or appoint one or more Vice Presidents.

Section 6.07 Secretary. The Secretary shall cause accurate minutes of all meetings of the members and of the Board to be prepared and recorded, and shall see that all notices are duly given in accordance with the provision of these Bylaws or as required by law. The Secretary shall be responsible for the custody of the corporate records and the corporate seal of the Corporation, and cause the corporate seal to be affixed to all documents as authorized by the Board. The Secretary shall perform such other duties incident to the office of Secretary and such other duties as may from time to time be requested by the President or by the Board.

Section 6.08 Treasurer. The Treasurer shall have charge and custody of and shall be responsible for all funds and securities of the Corporation. The Treasurer shall cause to be received and to give receipts for moneys due and payable to the Corporation from any source whatsoever, and cause such to be deposited in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board. The Treasurer shall have the authority to sign checks or drafts of the Corporation. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may from time to time be requested by the President or by the Board.

Section 6.09 Webmaster. The Webmaster shall have charge of and be responsible for the website of the Corporation. The Webmaster shall perform all duties incident to the office of Webmaster and such other duties as may from time to time be requested by the President or by the Board.

Section 6.10 Florida Bar Liaison The Florida Bar Liaison shall be responsible for the flow of information between the Corporation and The Florida Bar Family Law Section. The Florida Bar Liaison will attend meetings of The Florida Bar Family Law Section. The Florida Bar Liaison shall perform all duties incident to the office of the Florida Bar Liaison and such other duties as may from time to time be requested by the President or by the Board.

Section 6.11 Assistant and Subordinate Officers. The Board may elect or appoint one or more Assistant Secretaries, one or more Assistant Treasurers and such other subordinate officers as it may deem proper from time to time, who shall serve at the pleasure of the Board and perform such duties as may be designated by the President or by the Board.

ARTICLE VII **FINANCES**

Section 7.01 Dues. Dues shall be established from time to time by the Board of Directors, and shall be payable upon acceptance of membership and thereafter at the beginning of each fiscal year of the Corporation. Dues shall not be transferable, assignable or refundable.

Section 7.02 Execution of Contracts. The Board may authorize officers or agents, on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances but, unless so authorized, no officers or agents shall have any power or authority to bind the Corporation.

Section 7.03 Finances. The funds of the Corporation shall be deposited in its name with such banks or trust companies as the Board may from time to time designate. All checks, drafts or other negotiable and non-negotiable instruments of the Corporation shall be signed by the President, the Treasurer or such other officers or agents as the Board may from time to time designate. No officers or agents, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable or non-negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided by this Article.

Section 7.04 Loans. No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 7.05 Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 7.06 Dissolution. In the event that the Corporation shall be dissolved, all of its debts shall be paid and its remaining assets, if any, shall be distributed proportionately among its members.

ARTICLE VIII
INDEMNIFICATION

Section 8.01 Generally. Each person who was or is made a party to or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he/she or his/her testator or intestate (a) is or was a Director or officer of the Corporation or (b) is or was a Director or officer of the Corporation who serves or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Corporation (hereinafter an "indemnitee"), shall be indemnified and held harmless by the Corporation against all expense, liability and loss, including ERISA excise taxes or penalties, judgments, fines, penalties, amounts paid in settlement (provided the Board of Directors shall have given its prior consent to such settlement, which consent shall not be unreasonably withheld by it) and reasonable expenses, including attorneys' fees, suffered or incurred by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director or officer and shall inure to the benefit of the indemnitee's heirs and fiduciaries; provided, however, that no indemnification may be made to or on behalf of any Director or officer if his/her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or otherwise disposed of, or she personally gained in fact a financial profit or other advantage to which she was not legally entitled. Notwithstanding the foregoing, except as contemplated by Section 8.03 hereof, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors.

Section 8.02 Advancement of Expenses. All expenses reasonably incurred by an indemnitee in connection with a threatened or actual proceeding with respect to which such indemnitee is or may be entitled to indemnification under this Article shall be advanced to him/her or promptly reimbursed by the Corporation in advance of the final disposition of such proceeding, upon receipt of an undertaking by him/her or on his/her behalf to repay the amount of such advances, if any, as to which he/she is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent such advances exceed the indemnification to which he/she is entitled. Such person shall cooperate in good faith with any request by the Corporation that common counsel be used by the parties to an action or proceeding who are similarly situated unless to do so would be inappropriate due to an actual or potential conflict of interest.

Section 8.03 Procedure for Indemnification.

(a) Not later than 30 days following final disposition of a proceeding with respect to which the Corporation has received written request by an indemnitee for indemnification pursuant to this Article or with respect to which there has been an advancement of expenses pursuant to Section 8.02 hereof, if such indemnification has not been ordered by a court, the Board of Directors shall meet and find whether the indemnitee met the standard of conduct set forth in Section 8.01 hereof and, if it finds that he/she did, or to the extent it so finds, shall

authorize such indemnification.

(b) Such standard shall be found to have been met unless (1) a judgment or other final adjudication adverse to the indemnitee established that the standard of conduct set forth in Section 8.01 hereof was not met, or (2) if the proceeding was disposed of other than by judgment or other final adjudication, the Board of Directors finds in good faith that, if it had been disposed of by judgment or other final adjudication, such Judgment or other final adjudication would have been adverse to the indemnitee and would have established that the standard of conduct set forth in Section 8.01 hereof was not met.

(c) If the Board of Directors fails or is unable to make the determination, called for by paragraph (a) of this Section 8.03, or if indemnification is denied, in whole or part, because of an adverse finding by the Board of Directors, or because the Board of Directors believes the expenses for which indemnification is requested to be unreasonable, such action, inaction or inability of the Board of Directors shall in no way affect the right of the indemnitee to make application therefore in any court having jurisdiction recover thereof. In such action or proceeding, or in a suit brought by the Corporation to an advancement of expenses pursuant to the terms of an undertaking, the issue shall be whether the indemnitee met the standard of conduct set forth in Section 8.01 hereof, or whether the expenses were reasonable, as the case may be (not whether the finding of the Board of Directors with respect thereto was correct).

If the judgment or other final adjudication in such action or proceeding establishes that the indemnitee met the standard set forth in Section 8.01 hereof, or that the disallowed expenses were reasonable, or to the extent that it does, the Board of Directors shall then find such standard to have been met or the expenses to be reasonable, and shall grant such indemnification, and shall also grant to the indemnitee indemnification of the expenses incurred by him/her in connection with the action or proceeding resulting in the judgment or other final adjudication that such standard of conduct was met, or if pursuant to such court determination such person is entitled to less than the full amount of indemnification denied by the Corporation, the portion of such expenses proportionate to the amount of such indemnification so awarded. Neither the failure of the Board of Directors to have made a timely determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Section 8.01 hereof, nor an actual determination by the Board of Directors that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct. In any suit brought by the indemnitee to enforce a right to indemnification, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to indemnification, under this Article or otherwise, shall be on the Corporation.

(d) A finding by the Board of Directors pursuant to this Section 8.03 that the standard of conduct set forth in Section 8.01 hereof has been met shall mean a finding (1) by the Board of Directors acting by a quorum consisting of Directors who are not parties to such proceeding, or (2) if such a quorum is not obtainable, or if obtainable, such a quorum so directs, then (A) by the Board of Directors upon the written opinion of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct has been met, or (B) by the members of the Corporation upon a finding that such standard of conduct

has been met.

Section 8.04 Contractual Article. The rights conferred by this Article are contract rights which shall not be abrogated by any amendment or repeal of this Article with respect to events occurring prior to such amendment or repeal and shall, to the fullest extent permitted by law, be retroactive to events occurring prior to the adoption of this Article. No amendment of the Florida Not For Profit Corporation Law, insofar as it reduces the permissible extent of the right of indemnification of an indemnitee under this Article, shall be effective as to such person with respect to any event, act or omission occurring or allegedly occurring prior to the effective date of such amendment irrespective of the date of any claim or legal action in respect thereto. This Article shall be binding on any successor to the Corporation, including any corporation or other entity which acquires all or substantially all of the Corporation's assets.

Section 8.05 Non-Exclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person covered hereby may be entitled other than pursuant to this Article. The Corporation is authorized to enter into agreements with any such person providing rights to indemnification or advancement of expenses in addition to the provisions therefor in this Article, and the members of the Corporation and the Board of Directors are authorized to adopt, in their discretion, resolutions providing any such person with any such rights.

Section 8.06 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.

Section 8.07 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and the advancement of expenses to any employee or agent of the Corporation with the same scope and effect as provided in this Article to Directors and officers of the Corporation.

ARTICLE IX **AMENDMENTS**

Section 9.01 Amendments. The Bylaws of the Corporation may be amended, repealed or adopted by the members of the Corporation at the time entitled to vote in the election of Directors. The Bylaws may also be amended, repealed or adopted by the Board of Directors. Any bylaw amended, repealed or adopted by the Board may be amended or repealed by the members entitled to vote thereon as provided above, and any bylaw adopted by the members may be amended or repealed by the Board of Directors. If any bylaw regulating an impending election of Directors is adopted, amended or repealed by the Board of Directors, except to denigrate the voting rights of members, there shall be set forth in the notice of the next annual meeting of the members the bylaws so adopted, amended or repealed, together with a concise statement of the changes made. Notice of any proposed bylaw amendment shall accompany

notice of the meeting at which action on such amendment is to be taken.

ARTICLE X
GENERAL PROVISIONS

Section 10.01 Procedure. Except as otherwise authorized by the Board, all meetings of the Board and of any committee shall be conducted in conformity with Roberts Rules of Order, Revised, as amended from time to time.

Section 10.02 Gender and Number. All nouns and pronouns herein, and any variations thereof, shall be deemed to refer to the masculine, feminine, singular or plural as the identity of the person or persons may require.

Section 10.03 Headings. All headings contained in these Bylaws are inserted only as a convenience and for reference, and not to define, limit or extend the intent or meaning of any provisions hereof.

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