

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**TAMPA BAY UNITED, INC.**  
**(Florida Not For Profit Corporation)**

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**Article 1**  
**Purpose and Corporate Powers**

**Section 1.01. General Purpose.** The purposes for which Tampa Bay United, Inc., a Florida not for profit corporation (the “**Corporation**”), was formed are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”), and the purposes of the Corporation are limited exclusively to the charitable and educational purposes set forth below. In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for charitable and educational purposes, to hold and administer the funds and properties received and to expend, contribute, and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable and educational purposes; *provided, however*, said powers and authorities shall be exercised only in furtherance of charitable and educational purposes.

**Section 1.02. Primary Purposes.** The primary purposes of the Corporation are to promote soccer and to offer and operate soccer programs in a safe and positive environment. The Corporation shall further its primary purposes by operating independently and under its charters from and contracts with various separate organizations, including, but not limited to, the Florida Youth Soccer Association, the United Soccer League, US Soccer Club, and MLS Next (such separate organizations, collectively, the “**Partner Organizations**”), pursuant to which the Corporation shall:

- (a) promote and foster the growth of soccer as a form of recreational and competitive physical development and character building; and to provide community outreach by providing the boys and girls in the greater Tampa Bay area with equal opportunities to participate at their individual skill and ability level;
- (b) provide supervised soccer programs in the Tampa Bay area under the proper rules and regulations of soccer;
- (c) promote through the actions, attitude, and leadership of its participants the ideal of good sportsmanship, and respect for players, coaches, officials, and administrators; and
- (d) create enhanced opportunities for young athletes to participate in leagues, tournaments, and competitive events that will enable such athletes to develop their soccer skills to their maximum potential.

The full purposes of the Corporation are set forth in its articles of incorporation, as amended from time to time. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by an entity (a) exempt from federal income tax under Section 501(c)(3) of Code or (b) to which contributions are deductible under Section 170(e)(2) of the Code.

**Section 1.03. Powers.** The Corporation shall have all of the powers, and be subject to the restrictions, of a corporation organized under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*.

## **Article 2 Name and Office; Fiscal Year**

**Section 2.01. Name.** The name of the Corporation is “Tampa Bay United, Inc.”

**Section 2.02. Office.** The Corporation shall have offices at such places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

**Section 2.03. Fiscal Year and Seasonal Year.** The fiscal year of the Corporation begins on June 1 of one calendar year and ends on May 31 of the following calendar year. The seasonal year of the Corporation begins on August 1 of one calendar year and ends on July 31 of the following calendar year.

## **Article 3 Membership Eligibility and Meetings**

**Section 3.01. Eligibility.** Any person with a child or children participating in soccer activities who are interested in the objectives and purposes of the Corporation and who agree to be bound by the Articles of Incorporation and Bylaws thereof and such rules and regulations as may from time to time be adopted by the Board of Directors may apply to be a member.

**Section 3.02. Classes of Membership.** The Corporation shall have the following classes of Membership, which may be changed by the Board of Directors at any time and from time to time:

(a) *Player Member.* Any player or candidate meeting the requirements of the Corporation shall be eligible for participation, but shall have no rights, duties, or obligations in the management or in the property of the Corporation.

(b) *Regular Member.* Regular Members will consist of parents and/or legal guardians of any Player Member who meet the requirements of the Corporation. Additionally, volunteers who are actively involved in the Corporation, upon application for Regular Membership status, may become Regular Members upon the approval of at least two-thirds of the members Board of Directors. Such Regular Membership comes with one vote per family.

(c) *Honorary Members.* Any person meeting the requirements of the Corporation may be elected as an Honorary Member upon the approval of a majority of the members Board of Directors. Honorary Members have no voting privileges in the Corporation.

As used herein, the word “Member(ship)” shall mean Regular Member(s) unless otherwise stated. Unless otherwise determined by the Board of Directors, all officers of the Corporation and members of the Board of Directors must be a Regular Member in good standing and have no membership or active affiliation with any other competitive soccer club in Florida.

**Section 3.03. Duration.** All Membership shall be for a one (1) year duration beginning on August 1, or upon full registration and full payment of all registration fees, and ending on July 31 of the following calendar year, and shall be required to be renewed annually.

**Section 3.04. Membership Roll.** The Secretary shall maintain a list of the Members of the Corporation.

**Section 3.05. Suspension or Termination.** A Member may resign from the Corporation upon written notice to the Board of Directors. The Board of Directors, by two-thirds vote of the Board at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when the conduct of such Member is considered detrimental to the best interests of the Corporation. The Member involved shall be notified of such meeting, informed of the general nature of the charges, and be given an opportunity to appear at the meeting to answer such charges. In the case of a Player Member, the player, the parent or legal guardian, and the player's coach shall be notified and given the opportunity to appear at the meeting.

**Section 3.06. Membership Meetings.**

(a) *Communication.* The Corporation's website will be used as the primary method of communication to the Membership. Membership will be directed to the website for information, updates, correspondence, forms, etc.

(b) *Annual Meeting.* The annual meeting of the Members shall be set by the Chairman on a non-holiday in March, April, or May for the upcoming season. The meeting shall be set at a suitable place as may be determined by the Chairman. The Board of Directors shall set the date, time, and place. Notice of such meeting shall be posted on the Corporation website no less than one week prior to the scheduled date of the meeting. An agenda shall accompany the notice.

(c) *Special Meetings.* Special Meetings of the Regular Members may be called at any time by the Chairman or by a majority of the Board of Directors. Such Special Meeting must be called by the Chairman upon the written request of at least one-third of the Regular Members. Notice of such meeting shall be posted on the Corporation's website no less than one week prior to the scheduled date of the meeting. An agenda shall accompany the notice.

(d) *Quorum.* At any meeting of the Regular Members, the presence of at least ten percent of the Members, in person or by proxy, shall be necessary to constitute a quorum for all purposes, except when a greater number is required by law of these Bylaws.

(e) *Voting Rights.* All Regular Members shall be entitled to vote on any matters before the meeting. All elections and questions to be decided at any meeting shall be determined by majority vote. Each Member shall be entitled to one vote in person, or by proxy. All proxies must be in written form, dated, and signed by the person giving the proxy. The proxy is limited to use at one meeting, and must name one person entitled to use the proxy at the meeting. The proxy may be withdrawn prior to the meeting.

**Article 4**  
**Board of Directors**

**Section 4.01. Powers.** All the corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by resolution, delegate to committees of their own number, or to officers of the Corporation, such authority as the Board of Directors may see fit.

**Section 4.02. Number and Election.**

(a) The Corporation shall be managed and controlled by a Board of Directors. The number of directors shall be not less than five (5) nor more than nine (9). Initially the number of directors is set at seven (7), and, subject to the preceding sentence, the Board of Directors may by resolution increase or reduce the number of directors.

(b) Directors shall serve for staggered three (3) year terms, and each class shall be a nearly equal in number as practicable. Classes of directors shall be identified by the year in which their terms shall expire (for example, the directors in the class of 2022 shall have terms which expire on May 31, 2025, or, if later, the date on which the terms of their successors in office are designated to begin, as established by resolution of the Board of Directors.

(c) The directors who shall serve for the Fiscal Year ending May 31, 2023, and the class to which they are assigned shall be as follows:

<u>Name</u>	<u>Class</u>	<u>Expiration of Term</u>
David Christensen	2025	May 31, 2025
David Doney	2025	May 31, 2025
Mark Sakalosky	2025	May 31, 2025
Carl Tremonti	2024	May 31, 2024
Nishant Anand	2023	May 31, 2023
Andy Sherman	2023	May 31, 2023
Ken Stanley	2023	May 31, 2023

**Section 4.03. Eligibility.** To be eligible to be appointed or reappointed as a director of the Corporation, a candidate shall be a person who (a) has attained the age of 18 years, (b) is supportive of the objectives of the Corporation and the Partner Organizations, (c) is not disqualified by reason of holding any position in another soccer organization or club, including but not limited to coaching, trainer, team manager, staff or board member, or have a child registered to play in a competitive soccer organization; (d) is not disqualified by reason of prior misconduct of a criminal nature or involving abuse of minors, or for any other reason inconsistent with the applicable rules, regulations, and bylaws of the Partner Organizations; and (e) is not disqualified by reason of having previously served two terms as a director of the Corporation, with the first of such terms having commenced on or after June 1, 2022. Notwithstanding clause (e) of the foregoing sentence, the disqualification set forth therein may be waived with respect to any individual with the approval of at least two-thirds (2/3) of the directors of the Corporation then in office (disregarding the director for whom the waiver is considered).

**Section 4.04. Recommendations.** Any director or officer of the Corporation, any coach, trainer, team manager, or any member of the Corporation’s administrative staff, or any parent or guardian of any participant any of the Corporation’s athletic programs may recommend an individual to be considered for appointment to the Board of Directors. Any recommendation must be in writing and (a) identify the recommended individual, (b) briefly summarize the individual’s qualifications to serve as a director, (c) confirm that the individual is eligible to serve as a director pursuant to Section 4.03, and (d) be addressed and delivered to the Secretary of the Corporation, who shall promptly forward the recommendation to the other directors then in office.

**Section 4.05. Resignation.** Any director may resign at any time by giving written notice of such resignation to the Chairman (or, if the Chairman, to all of the directors).

**Section 4.06. Removal.** Any director who (a) is absent without reasonable cause for more than two (2) consecutive regularly scheduled meetings of the Board of Directors, or (b) ceases to participate in the activities of the Corporation for a period of three (3) consecutive months, or (c) has misappropriated or dealt in any dishonest or fraudulent manner with the property of the Corporation, or (d) has acted in a manner which, if generally known in the community, would tend to discredit the Corporation and its programs, may be removed by the remaining directors at a special meeting called for such purpose. Notice of the special meeting shall include specific notice of the proposal to remove the director and shall include a reasonably detailed description of the basis therefor. Removal shall be authorized upon the resolution of the Board of Directors approved by two-thirds (2/3) of the Board of Directors then in office (disregarding the director who is to be removed) and adopted in accordance with the provisions of Section 617.0808(1)(b)(3), *Florida Statutes*.

**Section 4.07. Vacancies.** Any vacancy in the Board of Directors may be filled for the unexpired portion of the term by remaining directors at a meeting of the Board of Directors scheduled for such purposes. The Board of Directors, in its discretion, may leave a vacancy unfilled indefinitely. Each director appointed to fill a vacancy shall hold office for the unexpired portion of the term and his or her re-election or the election and qualification of his or her successor.

**Section 4.08. Annual Meetings.** The Board of Directors shall meet annually for the purposes of organization, the election of directors to replace those whose terms are expiring, and the transaction of such other business as may come before the Board of Directors. The annual meeting shall be held on a date designated by the Chairman, which date shall be within sixty (60) days of the end of the Corporation's fiscal year.

**Section 4.09. Regular Meetings.** The Board of Directors shall meet periodically between annual meetings not less than quarterly. The time, date and place of regularly scheduled meetings may be set by the Chairman, who shall provide notice to the directors in accordance with Section 4.10. Alternatively, the time, date and place of regular meetings of the Board of Directors may be set by resolution of the Board of Directors, and in such case, no further notice shall be required.

**Section 4.10. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman, and must be called by him or her on the written request of any two (2) directors. The date and time of special meetings may be set by the Chairman, who shall provide notice to the directors in accordance with Section 4.10.

**Section 4.11. Notice of Meetings.** Notice of the date, time and place of all meetings, shall be given at least five (5) days before the meeting to the Board of Directors by personal delivery or (a) by first class mail addressed to the usual business or residence address of each director, or (b) by email addressed to the email address designated by the director as the notice address, or (c) by such other electronic means as the director shall have authorized (including SMS texting) Notice may be waived by any director. Any business may be transacted at any meeting of the Board of Directors, except as otherwise provided for by statute or by these Bylaws.

**Section 4.12. Quorum.** At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If

at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

**Section 4.13. Decisions of the Board of Directors.** Except as otherwise set forth by law or by these Bylaws decisions of the Board of Directors shall be by majority vote.

**Section 4.14. Waiver of Notice.** Whenever under the provision of any law or under the provisions of the Article s of Incorporation or Bylaws of this Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the directors of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken by his authorized attorney. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting was not lawfully called or convened.

**Section 4.15. Constructive Presence at a Meeting.** Any director or member of a committee shall be deemed present at a meeting of the Board of Directors or a committee if a conference telephone or similar communication equipment is used, by means of which all persons participating in such meeting can speak and hear each other.

**Section 4.16. Director Conflict of Interest.** No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

- (a) the contract or transaction is not prohibited or restricted under Article 8; and
- (b) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (c) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **Article 5 Committees**

**Section 5.01. Standing Committees.** The Board of Directors, by resolution adopted by the Board of Directors, may designate standing committees. Each of the standing committees shall have the power and authority set forth in these Bylaws or by resolution of the Board or in charter for such committee (a “**Committee Charter**”) approved by resolution of the Board, subject to the limitations provided in Section 617.0825, *Florida Statutes*. The Board of Directors, by resolution adopted in

accordance herewith, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee. The number of members of each of the standing committees and their qualifications shall be as provided in resolution of the Board or the Committee Charter.

**Section 5.02. Special Committees.** The Board of Directors may, by resolution, from time to time create special committees to carry out specific tasks assigned by the Board. Each special committee shall have the power and authority set forth by resolution of the Board or in a Committee Charter approved by resolution of the Board, subject to the limitations provided in these Bylaws or Section 617.0825, *Florida Statutes*. Each special committee shall limit its activities to the task for which it was created and shall have no authority to act except as specially conferred upon it by resolution of the Board or in a Committee Charter adopted by resolution of the Board. The number of directors of the corporation on each special committee and their qualifications shall be as provided in the Committee Charter, adopted by resolution of the Board. The Board may dissolve any special committee at any time by resolution.

**Section 5.03. Advisory Commissions.** The Chairman or the Board of Directors may from time to time appoint such advisory commissions as deemed appropriate, consisting of directors or persons who are not directors, but such advisory commissions shall not be deemed committees of the Board and shall not exercise any powers of the Board. Notice of, and procedures for, meetings of advisory commissions shall be as prescribed by the chairman of each such advisory commission, and meetings of advisory commissions may be called by the Chairman, the Board of Directors.

**Section 5.04. Committee Authority and Oversight.** All committees shall be subject to the control and general supervision of the Board. Each committee shall have the authority and responsibilities specified in these Bylaws, by resolution of the Board, or in a Committee Charter approved by resolution of the Board; *provided, however*, that no committee shall have authority to (a) amend these Bylaws or the Article s of Incorporation of the Corporation, (b) exercise any powers of the Board to elect, appoint, or remove directors or any of the officers of the Corporation, or (c) adopt a plan of merger or consolidation of the Corporation.

**Section 5.05. Quorum and Voting.** A majority of the members of any committee constitutes a quorum for the carrying out of the committee's functions and actions. An act of the majority of the committee members present at a meeting of the committee at which a quorum is present constitutes an act of the committee.

**Section 5.06. Records of Proceedings.** Each committee shall keep a record of its proceedings and shall appoint a secretary of the committee for that purpose.

## **Article 6 Officers**

**Section 6.01. Number.** The officers of the Corporation shall be a Chairman (who shall also act as the President), a Vice Chairman (who shall also act as a Vice President), a Secretary, a Treasurer, and any number of Vice Presidents, Assistant Secretaries, or Assistant Treasurers as the Board of Directors may from time to time by resolution authorize. The Corporation shall also have such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two offices may be held by the same person.

**Section 6.02. Appointment and Term of Office.** Subject to the authority of the Board of Directors by resolution to designate the officer positions at any time, directors may be appointed to an

officer position upon their election to the Board, and shall serve in such officer position for the term of their service as a director or for such shorter period as is determined by the Board of Directors. Unless the Board of Directors, by resolution, changes a director's officer position, officers shall hold office for their term as a director and until their successors are elected and qualified or for such shorter period as is determined by the Board of Directors.

**Section 6.03. Vacancies.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

**Section 6.04. Chairman.** The Chairman shall preside at all meetings of the Board of Directors. He or she shall have and exercise general charge and supervision over the affairs of the Corporation and shall do and perform such other duties as may be assigned to him or her by the Board of Directors. The Chairman shall act as the President of the Corporation.

**Section 6.05. Vice Chairman.** The Vice Chairman shall assist the Chairman in his or her duties and shall have and exercise such authority over the affairs of the Corporation as may be assigned by these Bylaws or by the Board of Directors and, in the absence of the Chairman, shall preside at meetings of the Board of Directors. The Vice Chairman shall also act as a Vice President of the Corporation.

**Section 6.06. Vice Presidents.** The Corporation may have one or more other Vice Presidents (*i.e.*, in addition to the Vice Chairman, who shall have and exercise such authority over the affairs of the Corporation may be assigned by these Bylaws or by the Board of Directors.

**Section 6.07. Secretary.** The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He or she shall attend and keep the minutes of all meetings of the Board of Directors. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. He or she may sign with the President, a Vice President, in the name and on behalf of the Corporation, any contract or agreement authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he or she may affix the seal of the Corporation. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

**Section 6.08. Treasurer.** The Treasurer has supervisory responsibility for the custody of all corporate funds, securities, valuable papers and financial records, will ensure that the Corporation keeps full and accurate accounts of receipts and disbursements, and will render accounts thereof at such times as the Board of Directors requests. Funds of the Corporation may be disbursed by any commercially reasonable means, executed by such officer(s) or other person(s) as the Articles of Incorporation or the Board of Directors specifically authorize. The Treasurer will generally supervise the accounting and bookkeeping of the Corporation, will regularly report to the Board of Directors as to the financial condition and results of operation of the Corporation, and will have such other powers and duties as the Board of Directors Chair may prescribe. With approval of the Board of Directors, the Treasurer may delegate to employees of the Corporation any of the foregoing duties, including the issuance of payments of money, as the Treasurer designates in writing. All such delegations will be recorded among the Board of Directors' permanent record.

**Section 6.09. Compensation.** Officers and directors shall not receive any compensation for their services as officers or directors, except as may be determined by resolution of the Board of



Directors. However, the Corporation may reimburse officers and directors for their reasonable expenses incurred in attending meetings of the Corporation and in furtherance of the activities of the Corporation. The Board of Directors may adopt policies for the reimbursement of expenses of officers and directors.

## **Article 7 Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investment which a trustee is or may be permitted by law to make or by any similar restriction, *provided, however*, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of a tax exemption under Section 503 or Section 507 of the Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

## **Article 8 Contracts, Loans, Checks and Deposits**

**Section 8.01. Contracts.** The Board of Directors 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 8.02. 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 of Directors. Such authority may be general or confined to specific instances.

**Section 8.03. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 8.04. 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 of Directors may select.

## **Article 9 Restrictions**

**Section 9.01. Prohibition Against Private Benefit.** No member, director, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No member, director, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious,

scientific, literary or educational organizations which qualify under the provisions of Section 501(c)(3) of the Code as they now exist or as they may hereafter be amended.

**Section 9.02. Exempt Activities.** Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

## **Article 10 Indemnification**

The Corporation shall, to the fullest extent permitted or required by the Statute (as defined below), indemnify each director and officer (or former director and officer) against any and all liabilities, and advance any and all reasonable expenses as incurred by such director or officer, arising out of or in connection with any proceeding to which such director or officer is a party because he or she is or was a director or officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, the Statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Article 10 by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Article 10. The term “Statute,” as used in this Article 10, shall mean Section 617.0831 of the Florida Not for Profit Corporation Act and Section 607.0850 of the Florida Business Corporation Act, as each may be amended from time to time. Any amendment to this Article 10 that limits or reduces the indemnification provided to directors and officers shall not be applicable with respect to directors and officers whose terms of office have expired prior to the date of the amendment

## **Interpretation**

For purposes of these Bylaws: (a) the words “include,” “includes” and “including” shall be deemed to be followed by the words “without limitation”; (b) the word “or” is not exclusive; and (c) the words “herein,” “hereof,” “hereby,” “hereto” and “hereunder” refer to these Bylaws as a whole. The definitions given for any defined terms in these Bylaws shall apply equally to both the singular and plural forms of the terms defined. Whenever the context may require, any pronoun shall include the corresponding masculine, feminine, non-binary, and neuter forms. Unless the context otherwise requires, references herein: (x) to Articles and Sections mean the articles and sections of these Bylaws; (y) to an agreement, instrument, or other document means such agreement, instrument, or other document as amended, supplemented, or modified from time to time to the extent permitted by the provisions thereof; and (z) to a statute means such statute as amended from time to time and includes any successor legislation thereto and any rules or regulations promulgated thereunder.

## **Article 11 Amendments to Bylaws**

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by the vote of two-thirds (2/3) of the members of the Board of Directors then in office.



**Attestation**

I hereby attest that the foregoing Amended and Restated Bylaws were duly adopted on [        ], 2022.

By: .....

David Christensen  
*Secretary of the Corporation*