

Project Light of Manatee, Inc.

A Florida Non-profit Corporation

BY-LAWS

ARTICLE I

NAME AND LOCATION

1.0 Name and Location

The name of this corporation shall be Project Light of Manatee, Inc. The Articles of Incorporation were filed on September 2, 1994. F. Ann Griffin serves as the Registered Agent for the corporation. The corporation is located at 1104 14th Street West, Bradenton, FL 34205.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Project Light of Manatee, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Project Light of Manatee, Inc. provides beginning, intermediate, and advanced adult English classes so students can better participate in our community. The corporation is mostly staffed by volunteers.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any, and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain those purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Non-profit Status and Exempt Activities Limitation.

(a) Non-profit Legal Status. Project Light of Manatee, Inc. is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these by-laws, no director, officer, employee, member, 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 Internal Revenue Code as it now exists or may be amended, or any organization contributions that are deductible under Section 170(c)(2) of the Code and Regulations

as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these by-laws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Project Light of Manatee, Inc. any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Project Light of Manatee, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Project Light of Manatee, Inc. by one or more of its managing body which verified petition shall contain statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

If the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose similar of Project Light of Manatee, Inc. then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.0 Members

The Corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Project Light of Manatee, Inc. shall have a Board of Directors consisting of not less than five and not more than eight directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including the purpose of staggering the terms of directors.

The Board of Directors shall have full responsibility for the conduct of the affairs of Project Light of Manatee, Inc. The Board shall also manage the business and property of the corporation, establish policies and procedures, elect officers necessary for its operation and specify the duties of each, and

assemble advisory boards or committees as needed.

4.02 Terms

(a) All directors shall hold office for a term of three years, except that a director elected to serve an unexpired term shall serve only the duration of the remaining term. The board shall determine the number of director positions to be filled and established for the succeeding year. The Board shall make every effort to recruit members that represent the diversity of the community it serves

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until a time when a successor has been elected.

4.03 Qualifications and Election of Directors

(a) In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age. Ideally, a board candidate would be a retired professional with the time and willingness to work for Project Light of Manatee, Inc. He/she would have experience in one or more management disciplines needed by Project Light including: Education, Business Administration, Marketing, Finance, Public Relations, Fundraising, Law, or Website (IT) Management. A nominating committee will organize the nominating process and the president will vet proposed nominees to determine their suitability and compatibility with the goals and objectives of Project Light of Manatee, Inc.

(b) Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.04 Vacancies

(a) The Board of Directors may fill vacancies upon the expiration of a director's term of office, resignation, death, or removal. The Board may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws.

(b) Unexpected Vacancies. Vacancies in the board of directors because of resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

4.05 Removal of Directors

A director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office, if:

(a) the director is absent and unexcused from two or more meetings of the Board of Directors within a twelve- month period. The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

4.06 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a minimum of ten (10) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon a (14) day notice by first-class mail, electronic mail, or facsimile transmission or a forty-eight (48) hour notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting.

(b) Special Meetings. Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors. A special meeting must be preceded by at least a two (2) day notice to each director of the date, time, and place of the meeting.

(c) Waiver of Notice. Notice for a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of the meeting and waiver of any and all objections to the place of the 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 business because the meeting is not lawfully called or convened.

(d) Action without Meeting. Any action required or permitted to be taken at a Board of Directors' meeting or a meeting of a committee of the Board of Directors may be taken without a meeting if: (a) each of the directors, or each of the members of the committee, as the case may be, consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one or more writings and the written consents will have the same effect as a unanimous meeting vote.

(e) Rules of Order. The most current edition of the published Roberts' Rules of Order shall govern all regular, and special meetings of the board of directors.

4.07 Manner of Acting.

(a) Quorum. A majority of directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting when a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of a majority of the Directors present at a meeting where a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that directors of the Board have a tie vote on any decision, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation or these By-laws, directors may participate in a regular or special meeting via any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(e) Liability. No individual director shall be held liable or responsible for any action taken by the Board in accordance with the provisions of the Articles of Incorporation and the By-laws or for any legal action brought against Project Light of Manatee, Inc. or its officers, and Project Light of Manatee, Inc. shall hold harmless the individual director.

4.08 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, e.g., travel expenses to attend board meetings.

4.09 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V

COMMITTEES

5.0 Policy

The president and/or Board of Directors may from time to time establish standing or ad hoc committees and appoint individuals to assist the Board and its officers perform their duties. Individuals selected for these positions do not need to be members of the Board of Directors. The president and/or Board of Directors shall prescribe the title, duties, and the duration of the terms of office for these persons. Appointees may serve on committees or assist the president and Board as directed, attend meetings, but have no voting rights.

ARTICLE VI

OFFICERS

6.01 Board Officers

The principle officers of Project Light of Manatee, Inc. shall be a President, a Vice President, a Secretary, and a Treasurer. These officers shall be elected at a regular meeting of the Board of Directors for the term of three years and shall hold office until their successors are duly elected and qualified. No one shall be eligible to serve as one of these principle officers who is not a member of the Board of Directors of Project Light of Manatee, Inc.

6.02 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.03 Liability

No officer shall be liable or responsible for any action taken pursuant to authorization of the Board of Directors in accordance with the Articles of Incorporation and the by-laws; or for any legal action brought against Project Light of Manatee, Inc., and Project Light of Manatee, Inc. shall exonerate and hold harmless each officer.

6.04 Board President

The Board president shall be the chief volunteer officer of the corporation. The Board president shall lead the Board of Directors in performing its duties and responsibilities and shall sign all written contracts for Project Light of Manatee, Inc. In case of absence or disability of the president, the vice president shall perform the duties of the president. The president shall be a member ex-officio of all committees.

6.05 Vice President

In the absence or disability of the Board president, the vice-president shall perform the duties of the Board president. In this capacity, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have any other powers and perform any other duties prescribed by the Board of Directors or the Board president. The vice-president shall normally accede to the office of Board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place when it was held, and any other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these by-laws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the by-laws. The secretary shall also have charge of all corporate books, records and papers, (excluding those maintained by the treasurer), and perform other duties as may be prescribed by the Board of Directors or the Board president. The

secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation. One non-director position is that of Program Director. The Program Director reports directly to the Board of Directors and is a compensated employee of the corporation. The officer serves as the Center's educational leader, responsible for managing the policies, regulations and procedures established by the Board of Directors. The Program Director discharges all administrative and facilities management responsibilities as set forth in the Program Director's Job Description.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute these documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the Treasurer or an officer or agent of the Board in a manner determined by the Board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in banks, trust companies, or other depository as the Board selects.

7.04 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 resolution of the board. This authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director who is a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and by-laws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Project Light of Manatee, Inc. to not discriminate based upon race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 By-law Amendment

These By-laws may be amended, altered, repealed, or restated by a vote of a majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these By-laws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

9.0 Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Project Light of Manatee, Inc. shall stipulate how the funds will be used and shall require the recipient to

provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Project Light of Manatee, Inc. willfully and voluntarily recognizes and puts into practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Project Light of Manatee, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) regarding its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The Corporation will maintain: minutes of the proceedings of its Board of Directors and committees of directors; accurate accounting records; a copy of the current Articles of Incorporation and by-laws of the Corporation; a list of the names and business addresses of the current officers and directors of the Corporation; and a copy of the most recent annual report for the Corporation as filed with the Secretary of State. All records will be maintained in accordance with applicable laws.

10.02 Policy

General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

10.03 Exceptions

Maintaining records longer than required may be necessary for litigation, tax audits or other extraordinary circumstances.

ARTICLE XI

TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly

available, Project Light of Manatee, Inc. practices and encourages transparency and accountability to the general- public.

11.02 Access to Records

Project Light of Manatee, Inc. shall make records and documents available to the public in accordance with existing law.

11.03 Board

- (a) All Board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

11.04 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member.
- (d) Staff records shall be made available to the Board when requested.

11.05 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except for authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors.
- (d) Donor records shall be made available to the board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Project Light of Manatee, Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Project Light of Manatee, Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purposes of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Project Light of Manatee, Inc. is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

A complainant is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Project Light of Manatee, Inc. and provides the Project Light of Manatee, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Project Light of Manatee, Inc. shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Project Light of Manatee, Inc. or of another individual or entity with whom Project Light of Manatee, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Project Light of Manatee, Inc. shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Project Light of Manatee, Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations

The Board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

13.0 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BY-LAWS

I certify that the above stated By-laws of Project Light of Manatee, Inc. were approved by the Project Light of Manatee, Inc. Board of Directors on December 4, 2018 and constitute a complete copy of the By-laws of the corporation.


Michael Walsh, President/Acting Secretary

Date: December 7, 2018