

Note: Please be aware that the name has officially been changed to Congressional District Programs, Inc. since October 27, 2006

FLORIDA 22 CONGRESSIONAL DISTRICT FOUNDATION, INC.

BYLAWS

(Incorporated under the Laws of Florida)

Adopted 1/8, 00

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BYLAWS

OF

FLORIDA 22 CONGRESSIONAL DISTRICT FOUNDATION, INC.

ARTICLE I. OFFICES

SECTION 1.1. PRINCIPAL OFFICE. The principal office of the corporation in the State of Florida shall be located at 2525 Lake Drive, Suite C4, Singer Island, Florida 33404. The corporation may have such other offices within the State of Florida as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

SECTION 1.2. REGISTERED OFFICE. The corporation shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such registered office, as required by the Florida Not For Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSES

The purposes of the corporation shall be those nonprofit purposes stated in the Articles of Incorporation of the corporation, as amended from time to time.

ARTICLE III. BOARD OF DIRECTORS

SECTION 3.1. POWERS. The property and affairs of the corporation shall be managed by the Board of Directors of the corporation. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

(a) The Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the corporation or by a corporation organized under the Florida Not For Profit Corporation Act;

(b) None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation; and

(c) All income and the property of the corporation shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the corporation.

SECTION 3.2. NUMBER AND QUALIFICATIONS. The number of Directors of the corporation shall be three (3). The number of Directors may be changed from time to time, by amendment to these Bylaws duly made. Directors must be natural persons who are 18 years of age or older but need not be Florida residents.

SECTION 3.3. ELECTION AND TERM OF OFFICE. Each Director of the corporation shall hold office unless sooner removed or disqualified until the first annual meeting of the Board of Directors of the corporation and until his or her successor is duly elected and has commenced his or her term of office. At the first annual meeting and at every annual meeting of the Board of Directors of the corporation thereafter, as the first order of business of the meeting, the Board of Directors shall be elected, to serve, unless sooner removed or disqualified, until the next annual meeting of the Board of Directors of the corporation and until their successors are duly elected and commence their term of office. Any Director whose term is about to expire may be elected to succeed himself or herself.

SECTION 3.4. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a vote of the Board of Directors. A Director appointed to fill a vacancy shall serve, unless sooner removed or disqualified, until the next annual meeting of the Board of Directors of the corporation and until his or her successor is duly elected and commences his or her term of office.

SECTION 3.5. COMPENSATION. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof. A Director may be reimbursed for his or her actual expenses reasonably incurred in attending meetings and in rendering services to the corporation in the administration of its affairs.

SECTION 3.6. RESIGNATION AND REMOVAL. Any Director may resign from the Board of Directors of the corporation at any time; such resignation shall be in writing, shall be delivered to the Board of Directors, or its chair or to the corporation, and shall be effective immediately or upon its acceptance by the Board of Directors of the corporation,

as such resignation shall provide. Any director or directors may be removed, without cause, by a majority of the Board of Directors present at any meeting of the Board of Directors at which a quorum is present. A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director or directors.

#### ARTICLE IV. MEETINGS OF BOARD OF DIRECTORS

SECTION 4.1. REGULAR MEETINGS. The regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, on the \_\_\_\_\_ in \_\_\_\_\_ of each year, at the hour of \_\_\_\_\_, for the transaction of such business as shall come before such meeting. If the day fixed for any such meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board, without other notice than such resolution.

SECTION 4.2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the chair of the Board or by the president. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Florida, and the time for holding any special meeting of the Board called by them.

SECTION 4.3. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto, and shall specify the date, time, and place of the meeting. Notice shall be provided to each director of the time, place, and purpose of the meeting. Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated directly to the person to be notified in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any Director may waive notice of any meeting. Except as provided herein in the next sentence, such waiver shall be in writing. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4.4. QUORUM. The presence of at least the greater of (i) one-third of the number of directors in office, or (ii) two directors, shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Board of

Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by the Florida Not For Profit Corporation Act, the Articles of Incorporation of the corporation or these Bylaws.

SECTION 4.5. ADJOURNMENT. If a quorum shall not be present at any such meeting, the Directors present shall have the power to adjourn the meeting, without notice other than announcement at such meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted which could have been transacted at the original session of such meeting.

SECTION 4.6. VOTING. Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

SECTION 4.7. MEETINGS BY CONFERENCE TELEPHONE. Unless otherwise provided in the Articles of Incorporation of the corporation, members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

SECTION 4.8. ACTIONS WITHOUT MEETINGS. Any action which is required to or may be taken at a meeting of the Board of Directors or any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or of the committee, as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee, as the case may be.

## ARTICLE V. COMMITTEES

SECTION 5.1. EXECUTIVE COMMITTEE. The Board of Directors shall have the power to designate an Executive Committee, by resolution adopted by a majority of the Directors in office. The Executive Committee, to the extent provided in a resolution of the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, pledge, exchange or mortgage of all or substantially all of the property and assets of the corporation or revoking proceedings therefor; adopting a plan for the distribution of substantially all of the assets of the corporation; or amending, altering or

repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee may not authorize distributions to directors, officers, agents or employees, except in exchange for value received. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Members of such an Executive Committee shall be members of the Board of Directors, except as otherwise provided in a resolution of the Board of Directors.

SECTION 5.2. OTHER COMMITTEES. Other committees may be created, and the members thereof may be approved by a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present. Any member thereof may be removed by the Board of Directors of the corporation whenever in its judgment the best interests of the corporation shall be served by such removal.

SECTION 5.3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 5.4. CHAIRMAN. One member of each committee shall be appointed chairman by the Board of Directors of the corporation.

SECTION 5.5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5.6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5.7. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 5.8. DIRECTORS ON COMMITTEES. Each committee shall have at least two (2) or more directors, who shall serve at the pleasure of the Board.

## ARTICLE VI. OFFICERS

SECTION 6.1. OFFICERS. The officers of the corporation shall be a President, a Secretary, and a Treasurer, and such other officers, including one or more Vice Presidents as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 6.2. ELECTION AND TERM OF OFFICE. Initially, the officers of the corporation shall be elected by the Board of Directors named in the Articles of Incorporation of the corporation at the first meeting of that body, to serve at the pleasure of the Board of Directors of the corporation until the first annual meeting of the Board of Directors and until their successors are duly elected. New offices may be created and filled at any meeting of the Board of Directors.

SECTION 6.3. REMOVAL AND RESIGNATION. Any officer of the corporation may be removed by the Board of Directors at any time with or without cause. An officer may resign at any time by delivering notice to the corporation.

SECTION 6.4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 6.5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6.6. VICE-PRESIDENT. If the corporation has a Vice President, in the absence of the President or in event of the President's inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

SECTION 6.7. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall

have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

SECTION 6.8. SECRETARY. The Secretary shall prepare and keep the minutes of the meetings of the Board of Directors, in one or more books provided for that purpose; authenticate the records of the corporation as necessary; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents whenever necessary, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

#### ARTICLE VII. FISCAL AUTHORITY

SECTION 7.1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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 7.2. CHECKS, DRAFTS, ETC. All checks, drafts or 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. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, the Vice President, the Treasurer or an Assistant Treasurer.

SECTION 7.3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 7.4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION 7.5. PROHIBITED LOANS. Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the corporation to its

directors or officers, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

SECTION 7.6. FISCAL YEAR. The fiscal year of the corporation shall be determined by the Board of Directors. The Board of Directors shall have the power to change the fiscal year of the corporation, from time to time, which shall become the taxable year of the corporation upon the approval of the Internal Revenue Service.

#### ARTICLE VIII. BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors and Officers.

#### ARTICLE IX. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act, or under the provisions of the Bylaws of the corporation, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE X. INDEMNIFICATION

The corporation shall provide indemnification to such persons and on such terms as provided in the Articles of Incorporation of the corporation.

#### ARTICLE XI. AMENDMENTS

The Board of Directors of the corporation shall have the power to make, alter, amend and repeal the Bylaws, which power may be exercised by a vote of the lesser of (i) two-thirds (2/3) of the votes cast at a meeting of the Board of Directors at which a quorum is present, or (ii) a majority of the voting power of the Board of Directors. If an amendment will be presented at a meeting of the Board of Directors, the notice of the proposed meeting shall state that the purpose, or one of the purposes, is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment. The corporation shall keep, at its principal offices, a copy of the Bylaws of the corporation, as amended, which shall be open to inspection by any member of the Board of Directors of the corporation at all reasonable times during business hours after the director has provided the corporation with reasonable notice regarding such request.

#### ARTICLE XII. COMMON REPORT

In the event that the corporation holds multiple funds, the corporation shall prepare periodic financial reports treating all of the funds which are held, either directly or in component parts, as funds of the corporation, to the extent required by Treasury Regulation § 1.170A-9(e)(11)(vi) or the corresponding provision of any future internal revenue law.

### ARTICLE XIII. ADDITIONAL POWERS

(1) Any other provisions notwithstanding in this instrument or in any instrument making a transfer creating or adding to a fund or trust under this instrument, the Board of Directors (or the Distribution Committee if the Board of Directors creates a Distribution Committee and delegates such authority to the Distribution Committee) (herein the Board of Directors or the Distribution Committee shall be referred to as the "Distribution Committee") shall have the following powers:

(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Distribution Committee (without the approval of any participating trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the community or area served;

(b) to replace any participating trustee, custodian or agent for breach of fiduciary duty under the laws of the State of Florida, and

(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Distribution Committee) return of net income (or appreciation when not inconsistent with the need for current income), with due regard to safety of principal, over a reasonable period of time (as determined by the Distribution Committee).

(2) Any other provisions notwithstanding in this instrument or any instrument of transfer, the determination whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (c) of paragraph (1) of this Article shall be made separately with respect to each restricted trust or fund and shall be made in the aggregate with respect to unrestricted trusts or funds. As used herein, the term "restricted trust or fund" means a trust or fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

(3) If it appears that there may be grounds for exercising the power described in subparagraphs (b) or (c) of paragraph 1 of this Article with respect to any fund or trust, the Distribution Committee shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Distribution Committee under subparagraph (b) or (c) of

paragraph 1 of this Article, the Distribution Committee may seek advice of legal counsel whether a breach or failure has been committed under the laws of the State of Florida. The Distribution Committee shall exercise a power described in this Article only upon the vote of (not more than a simple majority of) the members of the Distribution Committee (or Governing Body).

(4) Upon the exercise of the foregoing power to replace any participating trustee, custodian, or agent, the Distribution Committee (or Governing Body) shall have the power, subject to the approval of the Florida Court, where appropriate, to select a successor trustee, custodian, or agent to which the fund or funds held by the former trustee, custodian, or agent shall be transferred. In this ARTICLE, the term "Distribution Committee" shall refer to any distribution committee that may be created by the corporation's Board of Directors from time to time, and if none, then such terms shall refer to the Board of Directors, who may also herein be referred to as the "Governing Body."

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of Florida 22 Congressional District Foundation, Inc. by the Board of Directors of said corporation at its initial meeting held on 1/5, 80.

Helen Smith  
Secretary