

**BYLAWS  
OF  
CENTSOFRELIEF, INC.  
(Non-Stock Corporation)**

**ARTICLE I  
The Corporation**

The Corporation shall be known as CENTSOFRELIEF, Inc., and shall be referred to in these Bylaws as "the Corporation."

**ARTICLE II  
Purposes**

The purposes of the Corporation shall be those set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Florida, a copy of which is attached as an appendix to these Bylaws.

**ARTICLE III  
Offices**

The Corporation's principal mailing address is: P.O. Box 141585, Gainesville, Florida 32514. Any meetings or such may be determined at a location that the Board of Directors may determine.

**ARTICLE IV  
Members**

The Corporation shall have no members that need to pay any sort of dues. All people wanting to participate will be a part of one of the CentsOfRelief Chapters as volunteers helping raise awareness of the cause.

**ARTICLE V  
Directors**

**Section 1. Powers.** The Corporation shall act by and through its Board of Directors, who shall be referred to in these Bylaws as "the Board." The Board may delegate its powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, the Bylaws, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax code) , (hereinafter, the "Code").

**Section 2. Service on the Board.**

**2.1 Number.** There shall be no fewer than three, nor more than fifteen, voting members of the Board, as the Board may from time to time determine. There may also be additional non-voting directors as well as the Individual Chapter Boards consisting of a President, Vice-President, Treasurer, and Secretary as well as Event Directors.

**2.2 Nomination and Election Process.** Nominations for directors to replace directors whose terms expire (or to add new directors, subject to Section 2.1) may be submitted at the Annual Meeting at which election is made, or may be circulated in advance. Nominations may be made by any director or by a nominating committee appointed by the Board. Incumbent directors are assumed to have nominated themselves to stand for reelection unless they have provided notice in writing of an intent not to serve. Directors of the Corporation shall be elected by a vote of a majority of the directors present and voting.

**2.3 Terms.** The initial Board shall be selected by the Co-founders to hold office for the entire life of the organization. Commencing with the first Annual Meeting of the Board following the adoption of these Bylaws, and annually thereafter, the directors shall serve their terms until they step down or are elected to step down. Directors and Chapter Board's shall hold office until their successors are elected and qualified.

**2.4 Directors Ex Officio.** The Board may also include directors serving ex officio but with the power to vote ("ex officio" meaning that such person as from time to time may hold the specified office, rather than a particular individual, is chosen to serve on the Board), such that the individual holding the specified office continues to serve as director for so long as (s)he holds such office but automatically ceases to serve upon ceasing to hold the specified office. The provisions of Section 2.3 shall not apply to ex officio directors, if any, each of whom shall continue in office so long as, but no longer than, (s)he holds the office from which ex officio status derives.

**2.5 Resignation.** A director may resign at any time upon delivery of written notice to the Board, the President, or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.

**2.6 Removal.** A director may be removed as a director at any time with or without cause by the affirmative vote of a simple majority of directors or the CEO then in office at a special meeting of the board called expressly for the purpose of considering such removal.

### **Section 3. Meetings.**

**3.1 Location.** Meetings of the Board may be held when the board elects wherever the board elects.

**3.2 Annual Meeting.** The Annual Meeting of the Board shall be held at such time as the Board shall determine. Written notice of the date, time and place of the Annual Meeting shall be given to each director at least two (2) weeks in advance of the Annual Meeting.

**3.3 Special Meetings.** Special Meetings of the Board may be called by the President or by a majority of the directors then serving. Notice of the date, time and place of each Special Meeting shall be given to each director at least one (1) week in advance of such a meeting.

**3.4 Notice and Waiver of Notice.** Unless otherwise specified in the Bylaws or required by law, notice may be given by any reasonable means. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice. A director may waive notice by filing a written waiver filed with the Secretary before, at or after such a meeting. A director is also deemed to have waived notice of a meeting that the director attends or in which the director participates, unless the director at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

### **Section 4. Transaction of Business.**

**4.1 Quorum.** Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of no less than a simple majority of the directors in office who are entitled to vote and the CEO. A director may participate in a meeting of the Board by means of a conference telephone, Internet, or other means of communication, provided that all participating directors are able to hear one another simultaneously, and such participation shall constitute presence in person.

**4.2 Voting.** Unless otherwise required by law, these Bylaws, or the Certificate of Incorporation, the affirmative vote of a no less than a simple majority of the directors entitled to vote and present at a meeting duly held at which a quorum is present, shall be the act of the Board. Non-voting directors shall not be counted in determining a majority or any other fraction of the Board.

**4.3 Action Without a Meeting.** The Board may act without a meeting by the unanimous written consent of all the directors or the CEO. Unanimous written consent shall be filed in the minute book of the Corporation.

**Section 5. Fixing Compensation.** No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine.

**5.1 Compensation for Non-Director Services.** Upon approval of the Board, directors may also be compensated for services provided to the Corporation in a capacity other than as director or Board member.

**5.2 Amount of Compensation.** The Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

## **ARTICLE VI**

### **Committees**

**Section 1. Authority.** The Corporation may act through Committees of the Board, subject to the Section of this Article entitled, "Limitations on Powers." Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in these Bylaws, in the resolution creating such committee, or in resolutions of the Board adopted from time to time.

**Section 2. Appointment.** Committees in chapters shall be created and Committee members appointed by the Board and CEO, and vacancies on Committees shall be filled by the Board. Each Committee with the power to act for the Board shall have at least one Committee member who is a director.

**Section 3. Limitations on Powers.** Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee shall have any power to:

- (a) Fill vacancies on the Board or any of its Committees;
- (b) Amend the Certificate of Incorporation;
- (c) Adopt, amend or repeal these Bylaws;
- (d) Approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property, other than in the usual and regular course of business; or
- (e) Approve a proposal to dissolve the Corporation.

**Section 4. Meetings, Notices and Quorum.** All Committees and chapters other than advisory committees shall have the same requirements for Meetings and the Transaction of Business as those set forth in the articles of these bylaws entitled, "Directors," and "Conflicting Interests" with respect to the conduct of business by the Board, except that Committees shall not be required to hold annual meetings.

**Section 5. Advisory Committees.** The Board, President or CEO may appoint one or more persons as advisory committees that shall have no power to exercise any power of the Board, and the provisions of the preceding Sections of this Article need not apply to such advisory committees.

## **ARTICLE VII** Officers and Agents

**Section 1. Titles, Elections and Duties.** The Co-founders shall elect the National Board. The directors may, in addition to the foregoing, at any meeting of the Board, appoint any other officers the appointment of which they deem expedient or necessary. The officers need not be residents of Florida. The duties of the officers shall serve in such capacity at the pleasure of the Board without prejudice to any other contractual relationship they may have with the Corporation.

**Section 2. CEO.** The CEO will have all powers of the organizations operations and appointments

**Section 3. President.** The President shall be a member of the board. The President shall preside at each meeting of the Board and shall have such powers and duties as usually pertain to the office of President and as may be assigned by the Board. If no other Chief Executive Officer is elected, the President shall assume the duties of Chief Executive Officer.

**Section 4. Treasurer.** The Treasurer shall be a member of the Board of Directors. The treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all of the Corporation's funds and securities; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; and have such powers and perform such other duties as may be assigned by the directors or the President.

**Section 4. Secretary.** The Secretary shall be a member of the Board. The Secretary shall send notice of all meetings of the Board; shall keep the minutes of all such meetings, shall have charge of the Corporation's seal; shall authenticate the Corporation's records; shall perform, in general, all the duties incident to the office; and have such other powers and perform such other duties as may be assigned by the Board or the President.

**Section 6. Agents and Attorneys.** The Board may appoint such other agents and attorneys, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board or CEO may determine.

## **ARTICLE VIII** Finance

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January in each year.

## **ARTICLE IX**

### Grants

**Section 1. Grantmaking Authority.** The making of grants and contributions and otherwise rendering of financial assistance for the purposes expressed in the Certificate of Incorporation shall be within the exclusive power of the CEO and President.

**Section 2. Purposes.** In furtherance of the organization's purposes, the President and CEO shall have the power to make grants to any organization to be used exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code.

**Section 3. Procedures.** The CEO shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee. The CEO shall require that the grantees furnish a periodic accounting to show that the funds are expended for the purposes which have been approved by the CEO. The CEO may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested. The CEO shall at all times have the right to withdraw approval of any grant and use the funds for other charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code.

## **ARTICLE X**

### Amendments

These Bylaws may be altered, amended, or repealed at any meeting of the board called for such purpose or purposes by the affirmative vote of no less than a simple majority the Board; provided however that to the extent that any provision of these Bylaws is inconsistent with the Certificate of Incorporation, the provisions of the Certificate of Incorporation shall prevail.

## **ARTICLE XI**

### Indemnification

The Corporation shall indemnify, and advance expenses to, its directors, officers, employees and agents to the maximum extent permitted by the Florida Corporation Laws, as amended.

## **ARTICLE XII**

### Conflicting Interests

**Section 1. Compliance.** No director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of the Florida General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

**Section 2. Recusal.** No director shall discuss or vote on any matter that would involve a conflict of interest. Any director for whom there may exist a conflict of interest shall divulge such conflict of interest to the Board, shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon. In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the directors other than the affected director (which shall consist of at least two directors) present and voting. A conflict of interest shall include, without limitation, any compensation arrangement between the corporation and a director (or any other "disqualified person" including a person related to or controlled by the director, as defined in section 4958 of the Internal Revenue Code).