

**BYLAWS OF
COMMUNITY ADVANCEMENT RESOURCE ENRICHMENT, INC.
(iCARE)**

ARTICLE I. NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Community Advancement Resource Enrichment, Inc. (iCARE).

Section 2. Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 3. Non-Discrimination

The Corporation shall not discriminate on any protected basis in its programs, activities, or employment.

Section 4. Dissolution

Upon dissolution, remaining assets shall be distributed for 501(c)(3) purposes after satisfying all debts and obligations. No part of net earnings shall inure to the benefit of any private individual.

ARTICLE II. MEMBERSHIP

THE CORPORATION SHALL HAVE NO MEMBERS AS DEFINED UNDER FLORIDA LAW. ALL GOVERNANCE AUTHORITY RESTS WITH THE BOARD OF DIRECTORS.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number and Independence

The Board shall consist of no fewer than five (5) and no more than nine (9) Directors. A majority shall be independent, meaning they receive no compensation from the Corporation and have no material financial interest in any transaction involving the Corporation.

Section 3. Terms

Directors serve two (2) year terms and may be re-elected. The Board shall maintain staggered terms so that approximately half of all terms expire each year, established by resolution at the first Board meeting.

Section 4. Meetings

Regular meetings shall be held at least quarterly. Special meetings may be called by the President. Written notice stating date, time, place, and agenda shall be provided at least ten (10) days in advance.

Section 5. Electronic Meetings

Directors may participate by telephone, video conference, or other electronic means. Such participation constitutes presence at the meeting.

Section 6. Quorum

A majority of Directors then in office constitutes a quorum.

Section 7. Voting

Each Director has one vote. Matters are decided by majority vote of Directors present at a duly constituted meeting, except as otherwise required by these Bylaws.

Section 8. Removal

A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the remaining Directors at a meeting called for that purpose, with ten (10) days prior written notice to all Directors.

Section 9. Vacancies

Vacancies shall be filled by majority vote of the remaining Directors. An appointed Director serves the remainder of the unexpired term.

ARTICLE IV. OFFICERS

Section 1. Officers

The officers shall be a President, Secretary, and Treasurer. No person may hold more than one office simultaneously, except that Secretary and Treasurer may be combined if necessary, provided that person does not serve as President.

Section 2. Terms

Officers serve three (3) year terms and may be re-elected. Officer status requires active Board membership; if a Board term expires, the officer position is also vacated unless the officer is simultaneously re-elected to the Board.

Section 3. Removal

Any officer may be removed, with or without cause, by a majority vote of the Board.

Section 4. President

The President presides over Board meetings and exercises general supervision over the Corporation's affairs. The Board may designate an Acting President at any time to ensure continuity.

Section 5. Secretary

The Secretary maintains corporate records, keeps minutes of all Board meetings, and gives required notices.

Section 6. Treasurer

The Treasurer oversees financial integrity, maintains accurate records, and presents financial reports to the Board.

Section 7. Executive Director

The Board may appoint an Executive Director to manage day-to-day operations. The Executive Director shall serve as a voting member of the Board of Directors. The Executive Director shall not vote on any matter involving their own compensation, performance evaluation, or any transaction in which they have a personal financial interest. The Board shall at all times maintain a majority of independent Directors as defined in Article III, Section 2.

ARTICLE V. FINANCIAL CONTROLS

THE TREASURER AND AT LEAST ONE ADDITIONAL OFFICER OR DIRECTOR SHALL SERVE AS AUTHORIZED SIGNERS ON ALL CORPORATE BANK ACCOUNTS.

ALL PAYMENTS OR DISBURSEMENTS EXCEEDING ONE THOUSAND DOLLARS (\$1,000) REQUIRE TWO (2) AUTHORIZED SIGNATURES. NO SINGLE INDIVIDUAL SHALL HAVE UNILATERAL AUTHORITY ABOVE THIS THRESHOLD.

THE BOARD SHALL CONDUCT OR COMMISSION AN ANNUAL FINANCIAL REVIEW. IN ANY YEAR IN WHICH THE CORPORATION RECEIVES FEDERAL OR STATE GRANT FUNDS EXCEEDING APPLICABLE THRESHOLDS, AN INDEPENDENT AUDIT SHALL BE OBTAINED.

ARTICLE VI. GRANT AND CONTRACT AUTHORITY

THE PRESIDENT AND TREASURER ARE THE AUTHORIZED SIGNATORIES FOR GRANT APPLICATIONS, GRANT AGREEMENTS, AND BINDING FINANCIAL CONTRACTS ON BEHALF OF THE CORPORATION.

CONTRACTS OR GRANT COMMITMENTS EXCEEDING FIVE THOUSAND DOLLARS (\$5,000) OR EXTENDING BEYOND ONE FISCAL YEAR REQUIRE PRIOR BOARD APPROVAL BY MAJORITY VOTE.

THE BOARD MAY BY RESOLUTION DELEGATE SIGNING AUTHORITY, ADJUST THRESHOLDS, OR ESTABLISH ADDITIONAL APPROVAL REQUIREMENTS.

ARTICLE VII. CONFLICT OF INTEREST

THE CORPORATION SHALL ADOPT AND MAINTAIN A WRITTEN CONFLICT OF INTEREST POLICY. DIRECTORS, OFFICERS, AND KEY EMPLOYEES SHALL DISCLOSE ACTUAL OR POTENTIAL CONFLICTS, RECUSE THEMSELVES FROM RELATED VOTES, AND SIGN ANNUAL DISCLOSURE STATEMENTS. NO INDIVIDUAL SHALL USE THEIR POSITION OR THE CORPORATION'S RESOURCES FOR PERSONAL FINANCIAL GAIN.

ARTICLE VIII. COMPENSATION

COMPENSATION OF OFFICERS, DIRECTORS, OR THE EXECUTIVE DIRECTOR SHALL BE APPROVED BY DISINTERESTED DIRECTORS AND DOCUMENTED WITH COMPARABLE COMPENSATION DATA IN ACCORDANCE WITH IRS INTERMEDIATE SANCTIONS REGULATIONS (IRC §4958). DIRECTORS SHALL NOT BE COMPENSATED SOLELY FOR BOARD SERVICE BUT MAY BE REIMBURSED FOR REASONABLE EXPENSES.

ARTICLE IX. INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ITS DIRECTORS, OFFICERS, AND AGENTS TO THE FULLEST EXTENT PERMITTED BY FLORIDA LAW AGAINST EXPENSES, JUDGMENTS, AND SETTLEMENTS ARISING FROM THEIR SERVICE TO THE CORPORATION, PROVIDED THEY ACTED IN GOOD FAITH AND IN THE CORPORATION'S BEST INTERESTS. THE BOARD MAY OBTAIN DIRECTORS AND OFFICERS (D&O) LIABILITY INSURANCE.

ARTICLE X. DOCUMENT RETENTION

THE CORPORATION SHALL MAINTAIN A DOCUMENT RETENTION POLICY. MINIMUM RETENTION PERIODS: FORMATION DOCUMENTS AND BYLAWS (PERMANENT); BOARD MINUTES AND IRS DETERMINATION LETTER (PERMANENT); FINANCIAL STATEMENTS, AUDITS, CONTRACTS, AND GRANT RECORDS (7 YEARS); EMPLOYMENT RECORDS (7 YEARS POST-TERMINATION); GENERAL CORRESPONDENCE (3 YEARS). NO DOCUMENT RELEVANT TO PENDING LEGAL OR REGULATORY PROCEEDINGS SHALL BE DESTROYED.

ARTICLE XI. AMENDMENTS

THESE BYLAWS MAY BE AMENDED BY A TWO-THIRDS (2/3) VOTE OF THE ENTIRE BOARD AT ANY DULY CONSTITUTED MEETING, WITH WRITTEN NOTICE OF PROPOSED AMENDMENTS DISTRIBUTED AT LEAST TEN (10) DAYS PRIOR. NO AMENDMENT SHALL CAUSE THE CORPORATION TO LOSE ITS 501(C)(3) TAX-EXEMPT STATUS.

ARTICLE XII. FISCAL YEAR

THE FISCAL YEAR SHALL BE JANUARY 1 THROUGH DECEMBER 31.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

ROBERT'S RULES OF ORDER (CURRENT EDITION) SHALL GOVERN PROCEEDINGS WHERE APPLICABLE AND NOT INCONSISTENT WITH THESE BYLAWS.

CERTIFICATION OF ADOPTION

THESE BYLAWS WERE DULY ADOPTED BY THE BOARD OF DIRECTORS OF COMMUNITY ADVANCEMENT RESOURCE ENRICHMENT, INC. (ICARE) ON THE DATE SET FORTH BELOW.

DATE ADOPTED: _____

PRESIDENT: _____

SECRETARY: _____

REVIEW WITH QUALIFIED NONPROFIT COUNSEL BEFORE FINAL ADOPTION.