iCARE Bylaws (Revised)

BYLAWS OF

COMMUNITY ADVANCEMENT RESOURCE ENRICHMENT, INC.

(iCARE)

A Florida Nonprofit Corporation

ARTICLE I. NAME AND PURPOSE

Section 1. Name

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

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 and Governance Role

The affairs of the Corporation shall be governed by its Board of Directors. The Board is responsible for governance — setting strategic direction, establishing policy, approving the budget, ensuring legal and financial accountability, and overseeing management. The Board does not carry out the day-to-day operations of the Corporation; those operations are carried out by staff and volunteers under the policies, delegations, and supervision established by the Board. Until such time as the Corporation employs staff, the Board may delegate operational tasks to officers, committees, or volunteers.

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.

Section 10. Board Orientation and Training

Each Director shall complete a board orientation upon joining the Board. The Board shall arrange periodic training on nonprofit governance, fiduciary duties, and financial oversight, which may be provided by a qualified third-party organization. Completion of required orientation and training may be a condition of continued Board service as the Board determines by policy.

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 governance 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 maintains the Corporation's financial books and records, records transactions, monitors performance against the budget, and presents financial reports to the Board. Where the Treasurer also performs the day-to-day bookkeeping function, the Treasurer shall not sign checks, shall not be an authorized signer, and shall not receive or reconcile bank statements. To preserve separation of duties, bank statements shall be delivered to and reconciled by the President, or by another officer or Director who does not maintain the books, as the Board may designate. The bookkeeping function may instead be assigned to qualified staff or a contractor under Article V.

Section 7. Executive Director

The Board may appoint an Executive Director to manage the day-to-day operations of the Corporation under the direction and policies of the Board. The Executive Director reports to the Board, oversees staff and volunteers, and carries out the operational work of the Corporation. The Executive Director shall serve as a voting member of the Board of Directors. The Executive Director shall not vote on, and shall recuse themselves from, 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.

Drafting note: The Board has elected to seat the Executive Director as a voting Director at this stage of the Corporation's growth. The recusal requirements above and the majority-independent-Director requirement in Article III, Section 2 preserve Board independence. The Board may revisit this provision as it adds Directors and matures.

ARTICLE V. FINANCIAL CONTROLS

Section 1. Authorized Signers

The Board shall designate the authorized signers on all corporate bank accounts by resolution. There shall be at least two (2) authorized signers, who shall ordinarily be officers or Directors of the Corporation. The person who maintains the Corporation's books — including the Treasurer where the Treasurer performs that function — shall not be an authorized signer and shall not have check-signing authority on any corporate account. The specific individuals authorized to sign shall be named in a banking resolution adopted by the Board and may be added, removed, or replaced by the Board without amending these Bylaws.

Section 2. Dual-Signature Requirement

All payments or disbursements exceeding three thousand five hundred dollars ($3,500) require two (2) authorized signatures. No single individual shall have unilateral authority to disburse funds above this threshold. Regardless of amount, every disbursement remains subject to the documentation requirements of Section 4.

Section 3. Separation of Duties

The Corporation shall separate financial duties so that no single individual controls more than one of the following functions: (a) authorizing transactions; (b) custody of funds and the signing of checks; (c) recording transactions in the books; and (d) reconciling bank statements.

The bookkeeping function — recording the Corporation's financial transactions and reporting expenditures to the Board — may be performed by the Treasurer or by separate staff or a contractor. Whoever performs this function shall not sign checks, shall not be an authorized signer, and shall not receive or reconcile bank statements.

Bank statements shall be delivered to and reconciled by the President, or by another officer or Director who does not maintain the books, as the Board may designate.

Where the Corporation engages a Certified Public Accountant (CPA) or other professional to maintain its books, that individual shall not also serve as an authorized signer or hold custody of corporate funds, and shall not perform any independent audit or review of financial statements that they prepared or maintained. Nothing in this Section prevents such individual from preparing the Corporation's annual information or tax returns (such as IRS Form 990). If that individual also serves as an officer or Director and is compensated for bookkeeping, tax-preparation, or accounting services, the arrangement shall be treated as a conflict-of-interest transaction under Article VII and approved in accordance with Article VIII.

Section 4. Documentation of Expenditures

Every disbursement of corporate funds must be supported by (a) a receipt or invoice and (b) a completed expense form signed by the person who incurred or authorized the expenditure. The Corporation shall retain this documentation in accordance with the Document Retention Policy.

Section 5. Budget

The Board shall approve an annual budget. The Treasurer shall monitor performance against the budget and report material variances to the Board.

Section 6. Annual Review and Audit

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. Any independent audit or review shall be performed by a CPA who is independent of the Corporation and who did not prepare or maintain the Corporation's books for the period under review.

ARTICLE VI. GRANT AND CONTRACT AUTHORITY

The President and the Executive Director are the authorized signatories for grant applications, grant agreements, and binding financial contracts on behalf of the Corporation. If either the President or the Executive Director is unavailable, the Board may designate an alternate authorized signatory to act in their place.

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

The Corporation may employ and compensate staff to carry out its operations. Compensation of officers, Directors, the Executive Director, and key employees 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, documented expenses.

ARTICLE IX. INSURANCE

The Corporation shall maintain insurance coverage appropriate to its activities and risk exposure, which shall include, at minimum, general liability insurance and Directors and Officers (D&O) liability insurance. The Board shall also evaluate and obtain such additional coverage as it deems necessary to protect the Corporation, its Board, staff, volunteers, and program participants — including, where applicable, event liability, property, food-related, and volunteer accident coverage. The Board shall review the Corporation's insurance coverage at least annually. Specific coverage types and limits shall be determined by the Board and may be detailed in a separate policy or resolution.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify its Directors, officers, employees, 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 a manner they reasonably believed to be in the Corporation's best interests. This indemnification is in addition to, and not in limitation of, any protection available to Directors and officers under Florida law governing nonprofit corporations. The Corporation shall maintain Directors and Officers (D&O) liability insurance as provided in Article IX.

ARTICLE XI. SCREENING AND BACKGROUND CHECKS

The Corporation shall adopt and maintain a written Screening Policy. The Corporation shall conduct background checks on all Directors, officers, employees, and volunteers consistent with that policy and applicable law, with particular attention to roles involving children, vulnerable populations, the handling of funds, or food service. The specific scope, frequency, and standards of screening shall be set forth in the policy adopted by the Board.

ARTICLE XII. 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 XIII. 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 XIV. FISCAL YEAR

The fiscal year shall be January 1 through December 31.

ARTICLE XV. 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.