

BYLAWS OF THE NAVARRE COMMUNITY EMERGENCY RESPONSE TEAM

As amended June 9, 2010

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Navarre Community Emergency Response Team (CERT), Inc. here-in-after referred to as Navarre CERT.

Section 2: Navarre CERT is organized exclusively for charitable and educational purposes and public service to the local community more specifically to:

- Provide trained assistance to professional responders in case of a community emergency (e.g., hurricane, flood)
- Provide assistance to the residents of the local community during disasters and emergencies
- Educate citizens of the community on the subject of disaster/emergency preparedness, response, recovery and mitigation
- Operate for the purposes for which this Corporation is formed within the meaning of Section 501(c)(3) of the Internal Revenue Code; Florida Statutes. Chapter 616 and 196; and Article VII, Section 3 of the Florida Constitution
- Secure contributions from individuals, corporations, organizations, governmental entities, and foundations to fund the operation as described above
- To conduct these activities and achieve these objectives without monetary profit: to do everything and anything reasonably necessary, suitable, proper, convenient incidental to the aforesaid purpose.

ARTICLE II - MEMBERSHIP

Section 1: Membership shall consist of the members of the Board of Directors and such other residents who are willing to join, take necessary training, and participate in meetings and drills.

Members:

- Must have a commitment to meet the needs of people affected by disaster without discrimination.
- Must complete application procedures for Navarre CERT membership
- May serve on committees
- Shall not be personally liable for debits, liabilities or obligations of the corporation

Section 2: Any membership may be revoked for just cause (may include: actions detrimental to the organization or behavior that is in conflict with the goals and purposes of Navarre CERT) after a hearing by the Board and approval by 3/4 majority vote of those board members present at the meeting. A person considered for membership revocation shall be provided written notice, from the secretary, of the proposed action by the Board of Directors, and be given opportunity to show cause as to why the membership should not be revoked. Notice will be made to the member not less than ten (10) days prior to a hearing at any regular or special board meeting.

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ARTICLE III - MEETINGS

Section 1: Annual Meeting. The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Notice. Written notice of the annual meeting shall be given to each voting member not less than ten days before the meeting.

Section 3: Quorum. Ten or more voting members shall constitute a quorum at the annual meeting.

Section 4: Regularly scheduled meetings. Regularly scheduled monthly meetings shall be set by the Board of Directors who shall also set the time and place.

Section 5: Special Meetings: Special meetings of the General Membership may be called by the Chair. Notice will be made to the membership not less than ten (10) days prior to the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Navarre CERT, and delegates responsibility for day-to-day operations to the officers and section chiefs. The Board shall have up to ten (10) and not fewer than three (3) members. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least four times per year, at an agreed upon time and place.

Section 3: Board Elections. Election of new Board members or election of current Board members to a subsequent term will occur as the first item of business at the annual meeting of the corporation.

Section 4: Terms: All Board members shall serve two-year terms, but are eligible for re-election. Terms commence at the start of the calendar year following election. A nominations committee shall prepare a list of potential candidates for the open seats on the board. The list shall be reviewed and approved by the board of directors.

Each year, in October, the membership will elect directors to fill expiring terms. The slate of nominees will be presented at the September meeting. At the October meeting, or preceding the meeting by electronic means, each member will select individuals to be on the board, up to the number of expiring terms. The top vote-getters will become directors for a new two-year term. In November, the old and new board members will meet to elect section chiefs/officers. The positions to be elected are:

- Team coordinator, who will be the President and Chairman of the Board.
- Operations section chief, who will be the Vice Chairman of the Board.
- Administration section chief, who will be the Secretary.
- Treasurer

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- Logistics section chief
- Plans section chief

Election of section chiefs and officers requires a majority vote of the combined sitting board members and newly elected board members in attendance at the November meeting, and a nominee must agree to accept the position prior to the voting..

Remaining directors will be members-at-large.

Section 5: Quorum. Attendance by a minimum of fifty percent of filled board positions constitutes a quorum to conduct official business and make or pass motions.

Section 6: Notice. A regular Board meeting requires that each Board member have written notice not less than ten (10) days in advance.

Section 7: Officers and Duties. There shall be four (4) officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer.

The Coordinator shall always act as the Chair. The Operations Section Chief shall always act as the Vice Chair. The Administration Section Chief shall always act as the Secretary. The duties of the officers are as follows:

The Coordinator shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Operations Section Chief, Administration Section Chief, and Treasurer.

The Administration Section Chief shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to all CERT members and the public.

Section 8: Vacancies. A vacancy on the Board of Directors shall exist on the death, resignation, or removal of any director. Any vacancy occurring on the Board of Directors shall be filled by an affirmative vote of the majority of the remaining Board members. A Board member elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

Section 9: Resignation, Termination and Absences. Any Director may be removed from the Board for cause by the affirmative vote of seventy-five percent (75%) of the remaining Directors at a regular or special meeting of the Board called for that purpose. "For cause" reasons for removal shall include, but not limited to, conduct detrimental to the interests of the Corporation, lack of sympathy with the purposes of the Corporation, refusal to render reasonable assistance in carrying out its purposes, or unexcused absence from three (3) or more Board meetings in one year. Any such Director shall be entitled to at least ten (10) days notice in writing. Such notice shall include (a) the "for cause" reasons for removal and (b) the date, time, and location of the meeting at which

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such vote is to be taken. Such Director shall be entitled to appear before the Board and be heard at such meeting.

Resignation of Director: A Director's resignation from the board is effective upon receipt of written notice by the President or the Secretary

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary or President to each Board member not less than 72 hours in advance.

Section 11: Conflict of Interest. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

The policy document shall be maintained by the Secretary in a location (physical or electronic) easily accessible by all board members.

Each director and principal officer shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, nominating, special events, etc. The Board Chair appoints all committee chairs.

ARTICLE VI – FINANCE

Section 1: Fiscal Year. The fiscal year shall end on December 31 of each year.

Section 2: Fiscal procedures: The Treasurer is responsible for developing and reviewing fiscal procedures, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the Board in the form of a standard income and expense report and a standard balance sheet. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. There shall be an review of the Treasurer's books.

Special funds received, such as grants, shall be administered by the Treasurer according to procedures set up by the Board of Directors.

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Any sitting board member is eligible to be authorized to sign checks from the organization's checking account. At the board meeting following the election of directors, the new board will determine which officers and directors are to be check signers. The Treasurer is responsible for maintaining the appropriate signature cards at the bank. All checks require two (2) signatures, one of which must be the Treasurer (or the Coordinator if the Treasurer is out of town or otherwise unavailable on more than a short-term basis). If any two (2) check-signers are closely related (spouses, siblings, parent/child), those two (2) may not be signers of the same check. Board approval is required for all disbursements over \$100.00. Financial obligations committing resources or potential future expenditures over \$100 require board approval at a regular or special meeting. Specific line items in an approved budget do not require additional approval.

Section 3: Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 4: 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 5: Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

ARTICLE VII: IRC 501(c)(3) Tax Exemption Provisions

Section 1: Limitations on Activities. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Dissolution of Corporation. Its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE VIII: Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be

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unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, or other founding documents of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE IX - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Navarre Community Emergency Response Team on November 2, 2005, and ratified at a meeting of the general membership on November 16, 2005.

These Bylaws were amended at a meeting of the Board of Directors of the Navarre Community Emergency Response Team on September 10, 2008.

These Bylaws were amended at a meeting of the Board of Directors of the Navarre Community Emergency Response Team on June 10, 2009.

These Bylaws were amended at a meeting of the Board of Directors of the Navarre Community Emergency Response Team on June 9, 2010.