



AMENDED AND RESTATED BYLAWS
OF
INDIAN RIVER COMMUNITY FOUNDATION, INC.
a Florida Not For Profit Corporation

Adopted on January 19, 2016

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Amended and Restated Bylaws of
INDIAN RIVER COMMUNITY FOUNDATION, INC.

a Florida Not For Profit Corporation

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**ARTICLE I
PURPOSES**

Section 1.01. CORPORATION NOT FOR PROFIT. Indian River Community Foundation, Inc. is a Florida not for profit corporation formed in accordance with Chapter 617 of the Florida Statutes.

Section 1.02. CHARITABLE PURPOSES. The corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
OFFICES**

Section 2.01. PRINCIPAL OFFICE. The principal office of the corporation shall be at such location as the Board of Directors shall determine. The Board of Directors is granted full power and authority to change the location of the principal office at any time.

Section 2.02. REGISTERED OFFICE. The registered office of the corporation shall be at such location as may be determined from time to time by the Board of Directors.

Section 2.03. OTHER OFFICES. Branch or subordinate offices of the corporation may be established at any time by the Board of Directors at any place or places.

**ARTICLE III
NO MEMBERS**

The corporation shall have no members.

**ARTICLE IV
DIRECTORS**

Section 4.01. MANAGEMENT. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the corporation's Board of Directors.

Section 4.02. NUMBER OF DIRECTORS. The number of directors shall be not less than nine (9) and no more than twenty (20), as determined by the Board of Directors from time to time; provided, however, that no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

Section 4.03. SELECTION AND TERM OF OFFICE.

(a) The Board of Directors shall be selected as follows:

(i) The President shall serve *ex-officio* as a voting director of the corporation.

(ii) The members of the Board of Directors shall elect directors at the annual meeting of the Board of Directors (and at any other meetings of the Board of Directors as may be necessary to fill positions). At any such meeting, the Governance Committee shall present nominations for directors and any director may present additional nominations. The Board of Directors shall elect directors for three-year terms of office, on a staggered basis; provided, that the Board of Directors may elect any director to a one-year or two-year term if necessary to maintain a staggered expiration of terms of office or in accordance with Section 4.03(b) below. A director shall hold office

for the term for which such director is elected and until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office or death.

(b) No person shall be elected pursuant to Section 4.03(a)(ii) to serve more than two (2) consecutive terms; *provided, however*, that:

(i) at the discretion of the Board of Directors, a director elected to serve as the Chair of the Board during such director's final three-year term may serve one (1) additional term of one (1), two (2) or three (3) years; and

(ii) at the discretion of the Board of Directors, a director whose initial term of service as director was less than three (3) years may serve one (1) additional term of one (1) or two (2) years as long as such additional term would not result in more than six (6) years of consecutive service on the Board of Directors.

(c) In determining the number of years of consecutive service of any person as a member of the Board of Directors, partial calendar years of service shall be disregarded. Upon completion of a director's maximum terms of service as determined by Section 4.03(b) above, the director may not serve again for a one (1) year period of time.

Section 4.04. **QUALIFICATION.** Directors must be natural persons who are eighteen (18) years of age or older.

Section 4.05. **COMPENSATION; EXPENSES.** Directors shall serve without compensation for providing services as directors. All necessary expenses incurred by directors and members of committees in the performance of their duties may be reimbursed by the corporation if approved by the Board of Directors. Nothing in this Section 4.05 shall prohibit a

director from receiving compensation for services provided to the corporation in a capacity other than as a director.

Section 4.06. MEETINGS.

(a) ANNUAL AND REGULAR MEETINGS. The Board of Directors shall hold an annual meeting each year on such date and at such time as may be fixed by the Board of Directors. At the annual meeting, the Board of Directors shall elect directors and officers and transact such other business as may be properly brought before the meeting. Regular meetings of the Board of Directors shall be held on such dates and at such times as may be fixed by the Board of Directors. At regular meetings, the Board of Directors shall transact such business as may be properly brought before the meeting.

(b) SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair of the Board, the President, or any three (3) directors. At special meetings, the Board of Directors shall transact such business as may be properly brought before the meeting.

Section 4.07. PLACE OF MEETINGS. Meetings of the Board of Directors may be held at any place within or without the State of Florida which has been designated from time to time by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 4.08. NOTICE OF MEETINGS.

(a) Written notice of the date, time and place of meetings of the Board of Directors shall be given to each director at least two (2) days before the meeting.

(b) Notice of a meeting need not be given to any director who signs a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall

constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. A waiver of notice need not specify the purpose of any regular or special meeting of the Board of Directors.

Section 4.09. QUORUM AND VOTING.

(a) A majority of the number of directors then in office constitutes a quorum of the Board of Directors for the transaction of business. The action of a majority of the directors present at a meeting duly held at which a quorum is present shall be the action of the Board of Directors, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

(b) Each director present and voting at a meeting shall have one (1) vote on each matter presented to the Board of Directors for action at that meeting. No director may vote by proxy.

(c) The following actions shall require a vote by a majority of all directors then in office in order to be effective:

(i) the amendment or repeal of the Bylaws or the adoption of new Bylaws;

(ii) the establishment of any special or standing committees of the Board of Directors and any appointments to such committees;

(iii) the removal of a director;

(iv) the dissolution of the corporation and winding up of business or any sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of its assets; and

(v) the approval of any other action for which the law requires approval of such a majority of the Board of Directors.

(d) A director of the corporation who is present at a meeting of the Board of Directors or committee of the Board of Directors where corporate action is taken is deemed to have consented to an action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

Section 4.10. MEETINGS HELD BY CONFERENCE TELEPHONE OR OTHER COMMUNICATIONS EQUIPMENT. The directors may participate in, and hold meetings by means of, conference telephone or other communications equipment such that all persons participating in the meeting can hear each other. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 4.12. ACTION WITHOUT MEETING. Any action required or permitted by the Articles of Incorporation, these Bylaws or applicable law to be taken at a meeting of the Board of

Directors or of a committee may be taken without a meeting if the action is taken by all members of the Board of Directors or of such committee. Such action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member. A signed written consent may be transmitted by mail, messenger, courier, facsimile, scan/e-mail, or any other reasonable method satisfactory to the Chair of the Board or the President. A director also may sign and transmit a written consent in an e-mail sent to the corporation by typing an unqualified approval (such as “yes,” “approved,” or similar) to a proposed action in the e-mail and typing such director’s name underneath the approval in the e-mail; a written consent is not signed if the director includes any conditions to the approval of the proposed action in the e-mail. Action taken under this Section shall be effective when the last director signs the consent, unless the consent specifies a different date. A written consent signed under this Section has the same effect as a meeting vote and may be described as such in any document.

Section 4.13. RESIGNATIONS. A director may resign at any time by delivering written notice to the Board of Directors, the Chair of the Board, or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If the resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the resignation becomes effective.

Section 4.14. REMOVAL OF DIRECTORS.

(a) At a meeting of the Board of Directors called expressly for the purpose of removing one or more directors, any director may be removed, with or without cause, by a vote of a majority of all of the directors.

(b) The Board of Directors may remove and declare vacant the office of a director who fails to attend, without excuse acceptable to the Board of Directors, three (3) consecutive meetings of the Board of Directors.

Section 4.15. VACANCIES.

(a) Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if the remaining directors constitute less than a quorum. A director elected to fill a vacancy shall hold office until the next annual meeting.

(b) A vacancy on the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any director, or an increase in the authorized number of directors.

Section 4.16. DUTIES OF DIRECTORS. A director shall discharge such director's duties as a director, including such director's duties as a member of any committee of the Board of Directors on which such director may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the corporation.

In performing such director's duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

(a) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(b) legal counsel, public accountants or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or

(c) a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director's office in compliance with the provisions of this Section.

Section 4.17. **LIABILITY OF DIRECTORS.** The directors shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, or for the debts, liabilities, or other obligations of the corporation unless:

(a) the director breached or failed to perform such director's duties as a director; and

(b) the director's breach of, or failure to perform, such director's duties constitutes:

(i) a violation of the criminal law, unless the director had reasonable cause to believe such director's conduct was lawful or had no reasonable cause to believe such director's conduct was unlawful;

(ii) a transaction from which the director derived an improper personal benefit, directly or indirectly; or

(iii) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

Section 4.18. DIRECTOR CONFLICTS OF INTERESTS. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or directors' votes are counted for such purposes, provided:

(a) the fact such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors or a committee.

For purposes of Section 4.18(a) above, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of majority of the directors on the Board of Directors, or on the committee, who have no relationship or interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director having a relationship or interest

in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise authorized, approved, or ratified as provided in this Section, but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under the other sections of these Bylaws.

The corporation may adopt a separate Conflict of Interest Policy. Any such policy (if adopted) will supplement but not replace this Section.

ARTICLE V COMMITTEES

Section 5.01. **BOARD COMMITTEES.** The Board of Directors shall designate from among its members an Executive Committee, a Governance Committee, a Finance/Audit Committee, and an Executive Compensation Committee, as set forth below, and by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more other committees, each of which, to the extent provided below or provided in such resolution, shall have and may exercise all the authority of the Board of Directors.

Section 5.02. **AUTHORITY OF BOARD COMMITTEES.**

(a) **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the officers of the corporation who are directors and one at-large member elected by the directors from among the Board of Directors, and shall be chaired by the Chair of the Board. The Executive Committee shall have the authority to handle the business affairs of the corporation between the meetings of the Board of Directors. The Executive Committee shall make reports to the Board of Directors at regular meetings of the Board of Directors and upon request by the Board of Directors.

(b) **GOVERNANCE COMMITTEE.** The Board of Directors shall elect by majority vote of the full Board of Directors a Governance Committee from among the directors,

designating one of such committee members as chair. The Governance Committee shall recommend Board criteria for adoption by the Board of Directors, identify Board candidates (with staff input), assist with recruiting, orientation and evaluation of directors, and establish parameters for performance and participation by the Board of Directors for adoption by the Board of Directors. The Governance Committee shall have the duty and authority to:

- (i) nominate directors to fill vacancies occurring by reason of directors reaching the end of their terms of office or otherwise;
- (ii) nominate a slate of officers (other than the President);
- (iii) nominate directors to Board Committees, designating a director as chair of each Board Committee if necessary; and
- (iv) nominate directors to chair Advisory Committees.

The Governance Committee shall provide the annual nominations for directors, officers and committee positions to the Board of Directors in advance of the annual meeting, and shall provide nominations from time to time to fill any other vacancies and positions. The Governance Committee shall make reports to the Executive Committee or the Board of Directors upon request.

(c) FINANCE/AUDIT COMMITTEE. The Board of Directors shall elect a Finance/Audit Committee by majority vote of the full Board of Directors from among the directors who are not compensated employees of the corporation, and designate the Treasurer as chair. The Finance/Audit Committee shall have the authority, in consultation with the President of the corporation and subject to ratification and approval by the Board of Directors, to:

- (i) develop the annual budget and submit it to the Executive Committee for review and then to the Board of Directors for approval;

(ii) provide periodic reporting to the Executive Committee and Board of Directors regarding the financial affairs of the corporation;

(iii) except as expressly reserved to the Executive Compensation Committee, establish the overall human resources policies of the corporation; and

(iv) assess and monitor the financial health of the corporation including, but not limited to, the following: (1) review of financial reporting for the corporation; (2) review internal controls for the corporation; (3) review regulatory and tax requirements of the corporation; (4) risk management of the corporation; (5) arrange for an annual audit; and (6) interaction between management and auditors.

The Finance/Audit Committee shall report to the Board of Directors regarding its assessments and recommendations with respect to the foregoing.

(d) EXECUTIVE COMPENSATION COMMITTEE. The Executive Compensation Committee shall consist of the members of the Executive Committee except for the President of the corporation, and the members of the Executive Compensation Committee shall designate one of such committee members as chair. The Executive Compensation Committee shall establish reasonable compensation on an annual basis for the President and any other key management personnel of the corporation, and shall provide the information to the Finance/Audit Committee to include in the corporation's annual budget for approval by the Board of Directors.

(e) OTHER COMMITTEES. The authority of any other committees established by the Board of Directors shall be stated in the resolution of the Board of Directors that creates such committee.

Section 5.03. PROCEDURES APPLICABLE TO COMMITTEES. The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to Board Committees and their members. The chair of each Board Committee shall set the meeting dates and times for such committee. No such committee shall have the authority to:

- (a) fill vacancies on the Board of Directors or any committee thereof; or
- (b) adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Each Board Committee established pursuant to this Section must have two (2) or more committee members who shall serve at the pleasure of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one or more directors as alternate committee members of any such committee who may act in the place and stead of any absent committee member or members at any meeting of such committee.

Neither the designation of any Board Committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 5.04. ADVISORY COMMITTEES. The Board of Directors may establish Advisory Committees in order to more fully implement the corporation's mission by providing advice and input to the Board of Directors that the Board of Directors determines would be helpful to the Board of Directors. Each Advisory Committee shall be made up of at least one member of the Board of Directors and any number of members who are not on the Board of

Directors. The Board of Directors shall appoint each Advisory Committee chair, and such chair shall appoint the members of such Advisory Committee, all of whom shall serve at the pleasure of the Board of Directors. Each Advisory Committee shall provide advice and input to the Board of Directors regarding the subject matter of such Advisory Committee, but shall have no authority of the Board of Directors.

ARTICLE VI OFFICERS

Section 6.01. OFFICERS. The officers of the corporation shall be a Chair of the Board, a Vice Chair of the Board, a Secretary, a Treasurer, the Immediate Past Chair of the Board, and a President. The corporation may also have, at the discretion of the Board of Directors, such other officers as the Board of Directors may from time to time consider necessary for the proper conduct of business of the corporation. The same person simultaneously may hold more than one office except that the persons serving as the President and as the Chair of the Board may not hold any other positions.

Section 6.02. ELECTION. The Chair of the Board, Vice Chair of the Board, Secretary and Treasurer shall be elected by and serve at the pleasure of the Board of Directors, and the immediate past Chair of the Board shall hold the office of Immediate Past Chair of the Board. Each such officer shall hold his or her office for a period of two (2) years and until his or her successor shall have been elected and qualified, or until such officer's death, resignation, or removal. The President shall be selected by the Board of Directors and employed by the corporation, and shall serve at the pleasure of the Board of Directors.

Section 6.03. REMOVAL AND RESIGNATION.

(a) The Board of Directors may remove any officer at any time with or without cause.

(b) Any officer may resign at any time by delivering written notice to the corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. If the resignation is made effective at a later date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until such effective date.

Section 6.04. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.05. CONTRACT RIGHTS. The appointment of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the corporation, nor does an officer's resignation affect the corporation's contract rights, if any, with such officer.

Section 6.06. DUTIES OF OFFICERS.

(a) CHAIR OF THE BOARD. The Chair of the Board shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chair of the Board shall serve with the President as one of two (2) chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The Chair of the Board shall at least annually evaluate in writing in reasonable detail the performance of the President and provide such evaluation to the Executive Compensation Committee, for use in determining and approving the President's compensation. The Chair of

the Board shall exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors.

(b) VICE CHAIR OF THE BOARD. In the absence or disability of the Chair of the Board, the Vice Chair of the Board shall perform all the duties of the Chair of the Board. When so acting, the Vice Chair of the Board shall have all powers of, and be subject to all restrictions imposed, upon the Chair of the Board. The Vice Chair of the Board shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Chair of the Board.

(c) SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors and its committees, with the time and place of such meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board of Directors and of Board Committees, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Florida the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

(d) TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and

to the credit of the corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board of Directors, shall render, or cause to be rendered, to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall serve as Chair of the Finance/Audit Committee.

(e) IMMEDIATE PAST CHAIR OF THE BOARD. The Immediate Past Chair of the Board shall assist the Chair of the Board and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Chair of the Board.

(f) PRESIDENT. The President shall serve as the Chief Executive Officer of the corporation and head of its management team (except for such powers as may be given by the Board of Directors to the Chair of the Board), reporting to the Chair of the Board and the Board of Directors and carrying out the policies adopted or approved by the Board of Directors. The President shall, in consultation with the Chair of the Board, formulate and recommend programs to the Board of Directors that will carry out the corporation's mission, objectives and goals and that will keep its functions faithful to the corporate charter. The President shall keep the Chair of the Board and the Board of Directors fully and currently informed of the financial and operating condition of the corporation, all important internal and external factors influencing it, and all significant plans and initiatives under consideration by the management team. The President shall assist the Chair of the Board to make the procedures and committee structure of the Board of Directors function effectively. The President shall, in consultation with the Chair of the

Board, develop and approve agendas for meetings of the Board of Directors and its committees so that they may fulfill their responsibilities effectively and resolve policy issues in a timely manner. The President shall ensure the development of staff compensation and benefit plans, as well as training and development programs for staff and volunteers, which provide the human resources necessary for achievement of the corporation's mission, objectives and goals. The President, along with the Chair of the Board and in consultation with the Chair of the Board, shall serve as one of two (2) chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The President shall also have such other powers and duties as may be prescribed by the Board of Directors. During his or her term of office, the President shall be an *ex-officio* director and an *ex-officio* voting member of all Board Committees (except for the Finance/Audit Committee and the Executive Compensation Committee).

ARTICLE VII

FUNDS, DEPOSITS AND CHECKS

Section 7.01. GIFTS AND CONTRIBUTIONS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the corporation.

Section 7.02. 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 7.03. CHECKS, DRAFTS, ORDERS FOR PAYMENT. 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 the Board of Directors shall from time to time by resolution determine. In the

absence of such determination, such instruments shall be signed by the President of the corporation.

**ARTICLE VIII
CORPORATE RECORDS**

The corporation shall keep the following as permanent records in written form or in another form capable of conversion into written form within a reasonable time:

- (a) a copy of its Articles of Incorporation and its Bylaws and any amendments thereto currently in effect;
- (b) minutes of all meetings of the Board of Directors and a record of all actions taken by the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors having any of the authority of the Board of Directors;
- (c) a list of the names and addresses of its current directors and officers;
- (d) the corporation's most recent annual report; and
- (e) accurate accounting records.

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted under Section 617.0831 of the Florida Statutes.

**ARTICLE X
OTHER PROVISIONS**

Section 10.01. CORPORATE SEAL. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the corporation unless required by law, but if so required shall be such shape and have such words thereon as may be described by law


or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

Section 10.02. FISCAL YEAR. The fiscal year of the corporation shall be July 1 to June 30.


Section 10.03. RELATION TO ARTICLES OF INCORPORATION. These Bylaws shall be subject to, and governed by, the corporation's Articles of Incorporation.

CERTIFICATE TO ACCOMPANY
AMENDED AND RESTATED BYLAWS

1. The Amended and Restated Bylaws of Indian River Community Foundation, Inc. were adopted by the members of the Corporation on January 19, 2016, and the number of votes cast for the amendment was sufficient for approval.



Jeffrey R. Pickering, President



Neill A. Currie, Secretary

Dated: February 16, 2016