

ADOPTED

**Bylaws
of the
Flagler Emergency
Service Volunteers, Inc.**

Vision Statement

It is with great pleasure that we present our vision for Flagler County, Florida, that all volunteers work together, as a TEAM, uniting the community, allowing the first responders the ability to complete their task as necessary and using volunteers in all positions as deemed appropriate by the Emergency Management Department, before, during and after any emergency and/or disaster.

We have seen great failure in communities when all citizens don't work together for the betterment of their community. Our great hope is that we can be that beacon of hope for our neighbors, as a total volunteer organization, neighbor helping neighbor, providing whatever service our neighbors require in their time of need.

Bylaws of the Flagler Emergency Service Volunteers, Inc. (FESV, Inc.).

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Bylaws of the Flagler Emergency Service Volunteers, Inc

The undersigned hereby certify that these bylaws constitute the code of rules adopted by Flagler Emergency Service Volunteers, Inc., a non-profit corporation located in Flagler County, Florida for the regulation and management of its affairs.

Article I - GENERAL

1. *Title:* The name of this organization shall be the "Flagler Emergency Service Volunteers, Inc., a FL Nonprofit Corporation." Within this document, the term "FESV, Inc." refers directly to this name.

2. *Organization:* The legal title to this organization shall be the "Flagler Emergency Service Volunteers, Inc." or "FESV, Inc." and is an incorporated body organized pursuant to the Non Profit Corporation Laws of the State of Florida on June 6, 2007. The FESV, Inc. is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. *Official Documents:* Documents governing the organization and operation of the FESV, Inc. shall include the Articles of Incorporation of the Flagler Emergency Service Volunteers, Inc. as approved by the State of Florida and both the Bylaws of the Flagler Emergency Service Volunteers, Inc. and the Flagler Emergency Service Volunteers, Inc. Procedure Manual as approved by the Board of Directors. Said documents shall include all amendments, revisions or additions, which may be made and approved from time to time.

4. *Mission:* FESV, Inc. is organized to serve the residents of Flagler County, in the time of a natural or manmade disaster, by supplying volunteers who will help in all areas of need within our community. We may also provide additional services as needed in the community that may be non-disaster related on a limited basis and within the scope, budget, and expertise of its members. The FESV, Inc. will train volunteers for disaster response and see that each FESV, Inc. member volunteer is prepared to be activated.

Funding may come from grants, donations, and private fundraising. Our goal is to maintain an organization of volunteers with as little overhead as possible, so that the funds may go to the development of volunteers and relief efforts.

5. *Purpose:* The FESV, Inc. is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The FESV, Inc. shall be a nonprofit corporation. The specific purpose for which this corporation is organized is to furnish volunteers to the Cities, Villages and County in case of an emergency.

No substantial part of the activities of the FESV, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the FESV, Inc. shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth In these articles.

Notwithstanding any other provision of these articles, the FESV, Inc. shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

6. *Location*: The headquarters of the FESV, Inc. shall be either (a) the physical office of the Secretary; (b) the physical office of the FESV, Inc., either owned or leased, as approved by the Board of Directors; or (c) the physical office of the registered agent. Any and all property of the FESV, Inc., which is located in any one or more of these locations, remains the property of the FESV, Inc., unless otherwise approved by the Board of Directors.

Article II - MEMBERSHIP

1. *Qualifications*: Any person of good character, who is interested in disaster preparedness or any part of the services of the FESV, Inc. and who agrees to conform to the Bylaws and Procedure Manual of the FESV, Inc. may be a member of the Flagler Emergency Service Volunteers, Inc. Membership into the FESV, Inc. shall not be denied to any person on the basis of race, creed, sex, religion, or nation of origin.

The FESV, Inc., under directions of the Board of Director, may develop specific program(s) for persons under eighteen (18) years or age, however, any program(s) where under age persons may become members of the FESV, Inc., through any of these program(s), the program(s) must follow all local, county, state, or federal laws, rules, guidelines or standards relating to the protection of the under age person, and have responsible supervision for them at all times.

2. *Membership Classifications*: Membership in the FESV, Inc. shall be unlimited as to number and shall include the following classifications:

a. *Charter Members*: Those members who joined the FESV, Inc. prior to December 31, 2008. Charter Members shall be entitled to any and all special benefits established for this membership classification as set by the Board of Directors.

b. *Certified Members*: Those persons whose applications have been approved by the FESV, Inc. and who remain in good standing and follow or complete the yearly training requirements as set forth within the FESV, Inc. Procedure Manual, in a manner prescribed by the Board of Directors. Any rights, privileges and benefits of such a member are determined by the Board of Directors.

c. *Non-Certified Member*: Those persons whose applications have been approved by the FESV, Inc. and who remain in good standing and do not follow or complete the yearly training requirements as set forth within the FESV, Inc. Procedure Manual, in a manner prescribed by the Board of Directors. Any rights, privileges and benefits of such a member are determined by the Board of Directors.

d. *Advisory Member*: Those persons who qualify by virtue of position, authority, or employment within any Local, County or State Government, the Flagler County Emergency Operations Centers and/or others who support disaster preparedness or other services of the FESV, Inc. and are qualified by the Board of Directors. Any rights, privileges and benefits of such a member are determined by the Board of Directors.

e. *Honorary Members*: Honorary membership may be conferred upon individuals at the discretion of the Board of Directors for outstanding or meritorious achievement in the field of disaster operations, training, and preparedness, or for activities extraordinarily benefiting the FESV, Inc. and its mission and purpose. Any rights, privileges and benefits of such a member are determined by the Board of Directors and may be based on individual determinations, as they may have a direct purpose for the honorarium.

Persons may be eligible for more than one membership classification, and the classification, which gives the member the most rights and privileges will be the classification of record, but the member shall be listed under all of the appropriate classifications, and as directed by the Membership Chairman.

3. *Good Standing*: All classes of members shall be in good standing if their membership is not under suspension or revocation, and they follow one or more of the qualifications for membership, as prescribed by the Board of Directors.

4. *Resignation*: Any member may resign from membership in the FESV, Inc. by submitting a written request therefore to the Membership Chairman. If the individual so resigning has any outstanding obligation to the FESV, Inc., holds any files, funds or other FESV, Inc. property, or is the object of any proceeding for expulsion, the resignation shall not be effective unless and until approved by the Board of Directors.

5. *Suspension*: Any member, regardless of classification, may be suspended from membership in the FESV, Inc. by the Board of Directors.

6. *Expulsion*: Any member, regardless of classification, may be expelled from membership in the FESV, Inc. by the Board of Directors upon a determination by the Board of Directors that the conduct of said member is in violation of any one or more rules set forth in any organizing document of the FESV, Inc. as established by the Board of Directors. All such resolutions to expel a member shall be final.

7. *Reinstatement*: Any former member who resigned from membership while in good standing may be reinstated to membership upon written application, as applicable to all new members. Any former honorary member who resigned for good cause may be reinstated to honorary membership upon application therefore to the Membership Committee and subject to approval by the Board of Directors.

8. *Transfer of Membership*: No membership in the FESV, Inc. shall be transferable or assignable.

9. *Application for Membership*: Any person desiring to become a member in the FESV, Inc. shall submit a completed current application form to the Membership Committee. The FESV, Inc. shall provisionally approve the application, if complete and if the applicant appears to be of good character. All applications shall be available for review by any current member of the FESV, Inc. If any objection to the membership of an applicant is received within sixty (60) days from the date of receipt, the complaint shall be referred to the Membership Committee for follow-up and then forwarded to the Board of Directors for investigation according to the procedures established within the FESV, Inc. Procedure Manual.. The applicant shall be notified in writing of such action, at which time enrollment of the applicant shall be suspended.

The Membership Committee has the right to conduct further investigations of any applicant, including, but not limited to, a request for references, inquiries made to other members, examination of local records, approved background checks and etc. All such information shall be included within the membership application and will become a permanent addition to that members' FESV, Inc. membership file. If the application is refused by the Membership Committee, the applicant shall be promptly notified in writing, and also notified that the applicant has

a right to appeal this decision to the Board of Directors in accordance with any procedure within these Bylaws or Procedure Manual.

10. *Membership Year*: The membership year of the FESV, Inc. shall be a calendar year, commencing on the first day of January.

11. *Disciplinary Procedures*: All members, whether or not in good standing, are subject to high standards of ethical conduct, honesty, and fair and open dealing in their relationship with other members, clients, industry partners, and the like, and to such standards as may be promulgated by the Board of Directors from time to time as the disciplinary rules of the FESV, Inc. Any procedures for disciplinary action will be set forth within the FESV, Inc. Procedure Manual, and reviewed by the Board of Directors from time to time.

Article III – MEMBERSHIP MEETINGS

1. *Annual Meeting*: The annual meeting of the members of the FESV, Inc. shall be held at a time and place as determined by the President. The President shall make every effort to hold such meetings at a time and place that is convenient to the membership. The meeting will be arranged, no later than ninety (90) days prior of the meeting date set in order to make all necessary or desirable arrangements for the meeting.

2. *Notice of Annual Meeting*: The call to an annual meeting shall be issued by the President and shall be communicated to all members of the FESV, Inc. at least sixty (60) days prior to the meeting. Any business of the FESV, Inc. shall take place at this meeting.

3. *Special Meetings*: In addition to the annual meeting of FESV, Inc., a special meeting of such members may be called by the Board of Directors. The resolution shall specify in detail the purpose for which such meeting is called and the matter or matters to be submitted to the members for consideration and no other FESV, Inc. business may be transacted at such meeting. The meeting will be arranged, no later than sixty (60) days prior of the meeting date set in order to make all necessary or desirable arrangements for the meeting

4. *Notice of Special Meetings*: A notice of any special meeting shall be communicated to all members of the FESV, Inc. not less than thirty (30) days prior to the date of such meeting. The notice shall specify in detail the purpose for which such meeting is called and the matter or matters to be submitted to the members for consideration and no other FESV, Inc. business may be transacted at such meeting.

5. *Expenses*: The Treasurer is authorized to expend from the authorized budgeted funds of the FESV, Inc. such sums as he may deem appropriate for the expenses of holding an annual meeting and special meetings.

6. *Quorum*: A quorum for an annual meeting or special meeting of members shall consist of the number of members, eligible to vote and in good standing that are present, in addition to a majority of the members of the Board of Directors.

7. *Voting*: Any member, eligible to vote and in good standing, may vote at any annual or special meeting.

Article IV - BOARD OF DIRECTORS

1. *Enumeration*: The Board of Directors shall consist of the Officers (President, Vice President, Secretary and Treasurer), the Executive Director (if any), General Counsel (if any), Membership Chairmen; Training & 8/8/2008

Education Chairman, Fund Raising Chairman and additional Directors, as approved by the Board of Directors, as they deem necessary to the full authority of these Bylaws, all of whom shall have one (1) vote. Upon invitation by the Chairman, other persons may be requested to attend Board meetings, however such invitees shall have no vote. It is advised that Advising Members be used in this function, but at the sole direction of the Board of Directors.

2. *Qualifications*: Any person who has a serious interest in the management of the FESV, Inc. may qualify for election as a Director; however, such person must be, and continue to be a FESV, Inc. member in good standing. There may be no more than two family or household members on the Board of Directors at any time.

3. *General Powers*: The Board of Directors is that group of persons vested with the management of the business and affairs of the FESV, Inc., subject to Florida Law and the FESV, Inc. Articles of Incorporation, Bylaws, and Procedure Manual. The Board of Directors may delegate the management of the day-to-day operations of the FESV, Inc. to committees, volunteer staff, or an Executive Director provided that these activities and affairs of the FESV, Inc., be managed and all corporate powers shall be exercised under the ultimate direction and authority, of the Board of Directors.

4. *Number of Directors*: The Board of Directors shall consist of not less than seven (7) persons nor more than twenty-one (21) persons. The General Counsel (if any) and Executive Director (if any) are ex-officio members with no right to vote on any issues. All Directors shall be elected or appointed in the manner prescribed by these Bylaws, and shall follow the duties established by the Bylaws. The Board of Directors shall determine the composition of the Board within the limits herein established. Any increase or decrease in the number of elected or appointed Directors shall be effected in a manner so as to cause the total number of sitting Directors to be oddly numbered.

5. *Term of Office*: After the initial board was duly authorized, all future Directors shall serve terms of three years. When a term expires, the remaining members of the Board of Directors shall, by majority vote (even though less than a quorum), fill the vacancy. There shall be staggered terms of offices for all Directors, and once elected a Director, the year the term expires will be attached to that Directors' position. The purpose of the system of staggered terms is to have one third of the board appointed or reappointed each year by the remaining members of the board.

Board members whose terms have expired may continue serving until they are either reappointed or until their successors are elected. The Board of Directors may choose to delay in either reappointing or replacing a board member whose term has expired. If so, the holdover board member may continue to serve pursuant to the previous paragraph. The Board of Directors however, may, at any time after a term has expired, act to formally re-appoint or replace the board member. Such reappointment or replacement, however, relates back to the date that the term officially expired. Any Director may succeed himself or herself in office provided, however, that a director serves no more than two (2) consecutive three-year terms.

6. *Duties*: In addition to the general administrative duties of managing the FESV, Inc., the Board of Directors shall elect the Officers of the FESV, Inc., approve standing committee chairman appointments (who become Directors), approve other committee chairman appointments, establish and review from time to time the long-range goals of the FESV, Inc., approve annual budgets, and set any honorariums and compensation to any person receiving such compensation, and shall carry out such other functions as may be required by the FESV, Inc. Articles of Incorporation, the Bylaws and the Procedure Manual. The President shall serve as Chairman of the Board of Directors and shall preside at all meetings of the Board and conduct the affairs of the Board for the accomplishment of FESV, Inc. business.

7. *Regular Meetings of the Board of Directors*: The Board of Directors shall meet at least four times in each calendar year, for purposes of organization and the transaction of business, at a time and place as selected by the Chairman. One of these meetings shall be no more than sixty (60) days prior to the annual meeting. Every reasonable effort shall be made to schedule such meetings at a time and place that is convenient to the Board of Directors membership.

8. *Notice of Board of Directors Meetings*: Notice of all meetings of the Board of Directors shall be communicated to all Directors, by mail or electronic methods, as prescribed by these Bylaws, at least fourteen (14) days prior to the date of such meeting setting forth the time and place of such meeting, if possible, the agenda and minutes of the last meeting, needing approval, shall be attached. and, in the case of a special meeting, the specific business to be considered by the Board of Directors at such meeting.

9. *Special Meetings of the Board of Directors*: A special meeting of the Board of Directors may be called at any time by its Chairman or at the request of a simple majority of its members. Any such meeting shall be held at a time and place selected by the Chairman. At such meeting only the business set forth in the notice thereof shall be considered, and no other business may be transacted.

10. *Notice of Special Board of Directors Meetings*: (1) Notice of a special meetings of the Board of Directors shall be communicated to all Directors, as prescribed by these Bylaws, at least three (3) days prior to the date of such meeting setting forth the time, place of such meeting and the specific business to be considered by the Board of Directors at such meeting. (2) Notice of a special meetings of the Board of Directors for the purpose of amending the Articles of Incorporation, and/or Bylaws, shall be communicated to all Directors, as prescribed by these Bylaws, at least five (5) days prior to the date of such meeting setting forth the time, place of such meeting and the specific amendments to be considered by the Board of Directors at such meeting.

11. *Quorum/Voting*: A simple majority of those members duly qualified at regular and special meetings of the Board of Directors shall consist a quorum. Vacant positions are not counted in regards to quorums or simple majority voting. Directors may not vote by proxy.

12. *Resignations*: Any Director desiring to resign shall submit notice of resignation to the President in writing. Resignations of directors shall become effective immediately, on the date specified in the written notice, or the date received by the President, and vacancies will be deemed to exist as of such effective date.

13. *Removal*: Any Director may be removed from office at any time for malfeasance or nonfeasance in office upon a Resolution therefore, passed by at least three-quarters (3/4) of the qualified members of the Board of Directors, or when he or she misses three or more consecutive Board of Directors' meetings, without legitimate excuse, by simple majority.

14. *Vacancies*: In the event a vacancy is created on the Board of Directors due to death, resignation or removal of a Director, this vacancy may be filled by a majority vote of the remaining directors (even though less than a quorum). Such Director, so elected, shall serve for the remainder of the term of the directorship so vacated. The minutes of the board meeting where the vacancy is filled shall specify the remaining length of the term that is being filled.

Article V - Code of Ethics

1. *Code of Ethics*: It is imperative to the success of the FESV, Inc. that there is a fully informed, responsive and reasonable Board of Directors. To accomplish this end, each board member shall conduct himself or herself at all times in the best interests of the FESV, Inc. In this regard, each board member shall abide by the following "Code

of Ethics.” No code or set of rules can be framed which will particularize all the duties of a board member. The following code of ethics is adopted as a general guide, yet the enumeration of particular duties should not be construed as a denial of the existence of others equally imperative, though not specifically mentioned.

- a. Board members shall put forth their best effort to attend all meetings and constructively participate.
- b. Board members shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
- c. Board members shall neither by commission or omission foster rumors within the community.
- d. Board members shall exercise good judgment in the control and use of confidential information that may from time to time come into their possession.
- e. Each member shall serve as a public relations agent for the FESV, Inc. and therefore, shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.
- f. Except for voting at properly called meetings of the Board of Directors, board members shall refrain from entering into direct day to day administration of the program unless they are doing so upon express authority given them by a properly adopted resolution of the Board of Directors.
- g. Board members shall fully disclose at a meeting of the entire board any and all family and/or financial relationship in regard to “any matter” which is recommended to the board upon which the board must vote.

2. *Conflict of Interest:* The Board of Directors shall establish a Conflict of Interest Policy and Conflict of Interest Statement, which will be made part of the Procedure Manual. All members of the Board of Directors or Officers shall have on file in the FESV, Inc. records, a signed Conflict of Interest Policy and Conflict of Interest Statement. Any member’s Conflict of Interest Statement may be revised at anytime, but must be on file prior to any vote cast.

Article VI – OFFICERS

1. *Enumeration:* The officers of the FESV, Inc. shall consist of a President, Vice President, Secretary, and Treasurer.

2. *Qualifications:* Any person who has a serious interest in the management of the FESV, Inc. may qualify for election as an Officer; however, such person must be, and continue to be a FESV, Inc. member in good standing, and a member of the Board of Directors. No two family or household members may be Officers at the same time, nor can any one person hold more than one officer at a time.

2. *Nomination:* The President shall appoint a nominating committee of three or more Board of Director Members that will canvass members of Board of Director members to submit a slate of officers to the Secretary for the election.

3. *Election:* Officers shall be elected to their respective offices by the Board of Directors at the annual meeting.

4. *Term of Office:* The term of office for each officer so elected shall commence on the first day of January of the year following the year of election to office by the Board of Directors and terminate on the last day of December of

that year, or when a successor in office has been duly elected and qualified, whichever event shall last occur. Any officer may succeed himself in office if so duly elected and qualified.

5. *Resignations*: Any Director desiring to resign shall submit notice of resignation to the President in writing. Resignations of Officers shall become effective immediately, on the date specified in the written notice, or the date received by the President, and vacancies will be deemed to exist as of such effective date.

6. *Removal*: Any Officer may be removed from office at any time for malfeasance or nonfeasance in office upon a Resolution therefore, passed by at least three-quarters (3/4) of the qualified members of the Board of Directors, or when he or she misses three or more consecutive Board of Directors' meetings, without legitimate excuse, by simple majority.

7. *Vacancies*: In the event a vacancy is created due to death, resignation or removal, such vacancy shall be promptly filled by an immediate special election by the Board of Directors, following the same procedures as in a regular election, but shall not be delayed until their next annual meeting. The election shall be completed within sixty (60) days.

Article VII – DUTIES

1. *Duties*: The officers together with the Directors, and General Counsel and Executive Director shall have the duties as established by the Bylaws.

a. *President*: The President shall be the Chairman of the Board of Directors and Executive Committee, shall preside at all meetings of the membership of the FESV, Inc., as well as at all meetings of the Board of Directors and executive Committee, and shall exercise control in accordance with parliamentary procedures. At the annual meeting of the FESV, Inc., the President shall deliver a report as to the condition of the FESV, Inc., which report shall be made a part of the minutes of such meeting. The President shall be an ex-officio member of all committees, standing and/or ad hoc. The President shall execute, together with the Secretary or any other officer designated by the Board of Directors, any deed, contract, bond or other instrument expressly designated by the Board for signature or execution on behalf of the FESV, Inc., unless such execution is prohibited by statute or requires the signature or execution of some other officer delegated by the Board. The President shall perform all duties incident to such office, all duties as may be provided elsewhere within these Bylaws and such other duties as the Board of Directors may prescribe from time to time.

b. *Vice President*: The Vice President shall preside at such meetings in the absence of the President and a member of the Executive Committee. In the event of a vacancy, an inability or a refusal to act by the President, and at the direction of a majority of the Board of Directors, the Vice President shall perform all of the duties of President during such unfilled period. The Vice President shall perform all duties incident to such office, all duties as may be provided elsewhere within these Bylaws and such other duties as the Board of Directors may prescribe from time to time.

c. *Secretary*: The Secretary shall attend all meetings of the Board of Directors, Annual Meeting, such other FESV, Inc. meetings as the President may direct and a member of the Executive Committee. The Secretary shall be responsible for taking and keeping accurate and permanent records of all meetings of the Board of Directors, Annual Meeting, and such other meetings as the President may direct, said records when transcribed to be the official record of such meeting or proceeding. The Secretary shall be the custodian of all corporate and official records of the Society and the corporate seal, unless directed otherwise by the

Board of Directors. The Secretary shall prepare and give notices of meetings, ballots, and shall perform all duties incident to such office, all duties as may be provided elsewhere within these Bylaws and such other duties as the Board of Directors may prescribe from time to time.

d. *Treasurer*: The Treasurer shall be responsible, have charge and control, of all funds, accounts, securities or other moneys of the FESV, Inc., will supervise the financial business of the FESV, Inc and a member of the Executive Committee. The Treasurer shall serve as Chairman of the Finance Committee, shall work with the Corporate Accountant and oversees the preparation of annual audit, annual budget and the preparation of all tax returns, which may be required to be filed by the FESV, Inc., as well as supervise all financial activities of any committee. The Treasurer will report on the financial status of the FESV, Inc. at the Annual Meeting, may appoint an assistant treasurer with approval of the Board of Directors, and shall perform all duties incident to such office, all duties as may be provided elsewhere within these Bylaws and such other duties as the Board of Directors may prescribe from time to time.

e. *General Counsel*: The General Counsel shall be appointed by the Board and shall be a member of the Executive Committee, the Board of Directors and the Bylaws Committee. The General Counsel shall maintain and keep current all legal instruments relating to the corporate status of the FESV, Inc., unless directed otherwise by the Board of Directors; recommend such changes thereto to the Executive Committee and/or Board of Directors as appropriate; render legal opinions to the President, the Executive Committee and the Board of Directors concerning FESV, Inc. matters and interpretations of the Bylaws, and perform such other duties of a legal nature as the President, Executive Committee and/or the Board of Directors may direct. As a member of the Bylaws Committee, he shall render an opinion as to the legal consequences of their provisions and assist the Chairman of the Bylaws Committee in preparing such revisions or additions as may be required.

f. *Executive Director*: The Executive Director shall be appointed by the Board of Directors and shall be a non-voting member of the Executive Committee and the Board of Directors. When an Executive Director is appointed, all duties and responsibilities shall be included within the FESV, Inc. Procedure Manual, and duly authorized by the Board of Directors, and shall perform all duties incident to such office, all duties as may be provided elsewhere within these Bylaws and such other duties as the Board of Directors may prescribe from time to time.

Article VIII - EXECUTIVE COMMITTEE

1. *Enumeration*: The Executive Committee shall consist of the elected officers of the FESV, Inc, which include the President, Vice President, Secretary Treasurer, and the General Council (if any) and Executive Director (in any).

2. *General Powers*: The Executive Committee is authorized to transact the business of the FESV, Inc. between regular meetings of the Board of Directors, making decisions which cannot wait for regular Board of Directors meetings, provided, however, that the Executive Committee shall not have the authority of the Board of Trustees in reference to the following matters:

a. The filling of any vacancies on the Board of Directors, any vacant Officer position or on any vacant committee chairman appointed and approved by the Board of Trustees.

b. Any amendment of, or repeal of, any portion of the FESV, Inc. Bylaws or Articles of Incorporation, or the adoption of new or revised Bylaws or Articles of Incorporation.

- c. Any business that would disrupt the operations of the FESV, Inc. or in direct violation of any action previously adopted by the Board of Directors.
- d. Removal of any Officer, Board of Director member, or the suspension of any FESV, Inc. member.
- e. The fixing of any compensation package, or modification to existing compensation package, for any current or future position.
- f. Shall not approve annual budgets, nor modify any line item already established within an approved budget.

3. *Reports*: Any and all actions of the Executive Committee must be presented as a written report to the next regular Board of Directors meeting, and will be placed within the minutes of that meeting. The Board of Directors may take action, as deemed necessary, with regards to the report, and all actions of the Board of Directors is final.

Article IX - STANDING COMMITTEES

1. *Enumeration*: The standing committees of the FESV, Inc. shall include the Bylaws Committee, Finance Committee, Fund Raising Committee, Membership Committee, Publicity Committee and Training & Education Committee. Such other standing committees may be created the President, and approved by the Board of Directors as may be deemed desirable to carry on the work of the FESV, Inc., from time to time.

2. *Committee Meetings*: All standing committees shall meet at least twice in each calendar year, but may meet as often as necessary for the purposes of conducting committee business, at a time and place as selected by its Chairman. Every reasonable effort shall be made to schedule such meetings at a time and place that is convenient to the members of the committee.

3. *Quorums* - Any meeting of any FESV, Inc. committee that requires a confirming vote, the vote confirming shall consist of a simple majority of those members duly qualified and appointed to such committee or as these Bylaws state otherwise.

4. *Reports*: All committees shall prepare and submit periodic written reports to the President and/or Board of Directors, containing a summary of those activities in process, those activities and programs completed, and those being planned, expense and budget information and such other committee information as may be deemed appropriate, and shall prepare other reports or gather information requested by the President and/or Board of Directors from time to time.

5. *Bylaws Committee*: The Chairman shall be appointed by the President, with the approval of the Board of Directors. The Chairman may seek and direct other persons to assist on this committee, as appointed by the Chairman, with a maximum of five (5) persons. The Committee shall review all proposals for changes, revisions, additions or omissions to the FESV, Inc. Bylaws, and make its recommendation in writing, prior to any vote by the Board of Directors. The General Counsel shall be one of the voting members of this committee and shall assist with the interpretations of the Bylaws, render an opinion as to the legal consequences of provisions and assist the Chairman in preparing such revisions or additions as may be required.

Any changes to these Bylaws, once adopted, shall be resubmitted to the Bylaws Committee, which shall have the authority to make such minor adjustments to the change, or to existing Bylaws, so that the text of the change is in agreement with other parts of the FESV, Inc. Bylaws. No adjustment may be made which will alter the intent and

purpose of the change, or any other Bylaw. The Chairman of the Bylaws Committee shall notify the members who proposed changes of the action taken by the Board of Directors and the reasons therefore.

6. *Finance Committee*: The Chairman of the Finance Committee shall be the Treasurer. The Chairman may seek and direct other persons to assist on this committee, as appointed by the Chairman, with a maximum of five (5) persons. The Executive Director (if any) shall be voting members of this committee. This committee shall be responsible for establishment of both the long range (five years and beyond) and short range (four years and less) financial goals of the FESV, Inc., shall supervise the use of all of the financial resources of the FESV, Inc. to determine that such funds are carefully husbanded, that disbursements are made only upon proper authorization, that the FESV, Inc. financial records are accurately maintained, including receipts, disbursements, assets and liabilities; and that the FESV, Inc. periodic financial statements and tax returns are in agreement with and supported by the underlying records. The Committee shall review all financial proposals for changes, revisions, additions or omissions to the FESV, Inc. current financial status, and make its recommendation in writing, prior to any vote by the Board of Directors.

a. *Annual Budget*: The Finance Committee is responsible for submitting an annual budget of expected fiscal year operating expenses and projected annual income, to the Board of Directors no less than sixty (60) days prior to the Annual Meeting, and in no case, less than one-hundred & twenty (120) days prior to the end of the current fiscal year. The Board of Directors may modify the annual budget upon approval vote at a regular meeting of the Board of Directors, prior to the beginning of any fiscal or budget year.

7. *Fund Raising Committee*: The Chairman shall be appointed by the President, with the approval of the Board of Directors, and will also become a member of the Board of Directors. The Chairman may seek and direct other persons to assist on this committee, as approved by Chairman, with a maximum of ten (10) persons, and with the help of committee members, be responsible to develop a series of annual fund raising programs, establish the time frame for each program, to monitor and adjust these program to meet and exceed the needs of the FESV, Inc. and to establish any and all fund raising programs to help fund the FESV, Inc. No fund raising program can be administered without the consent and support of this committee, and the Board of Directors. The Treasurer and Vice President shall be included within the membership of this committee.

8. *Membership Committee*: The Chairman shall be appointed by the President, with the approval of the Board of Directors, and will also become a member of the Board of Directors. The Chairman may seek and direct other persons to assist on this committee, as approved by Chairman, with a maximum of ten (10) persons, and with the help of committee members, be responsible to develop a long range Membership program that meets and exceeds the needs of the FESV, Inc. and to establish the Membership program that is offered by the FESV, Inc. This committee annually will review the membership application, the process of apply for membership, and the Chairman will supervise any person who is processing any new member, and limit contact to confidential information, as prescribed in the "Confidentiality Policy" within the Procedure Manual. This committee will keep all records confidential, will submit membership records to the Secretary for safe keeping, after annual membership report at the annual meeting and make any such records available to the Board of Directors upon request.

9. *Publicity committee*: The Chairman shall be appointed by the President, with the approval of the Board of Directors. The Chairman may seek and direct other persons to assist on this committee, as approved by Chairman, with a maximum of ten (10) persons, and with the help of committee members, be responsible to develop a publicity campaign that meets and exceeds the needs of the FESV, Inc. and to establish the procedure for on going publicity for the FESV, Inc. The Secretary shall be voting members of this committee and shall help with the image, consistency of documents, use of logos and other FESV, Inc. documents or information that may be necessary for submission of publicity.

10. *Training & Education Committee*: The Chairman shall be appointed by the President, with the approval of the Board of Directors, and will also become a member of the Board of Directors. The Chairman may seek and direct other persons to assist on this committee, as approved by Chairman, with a maximum of ten (10) persons, and with the help of committee members, be responsible to develop yearly and long range Training programs that meets and exceeds the needs of the FESV, Inc. and to establish the Training program that is offered by the FESV, Inc. This committee, quarterly, will review the training record of each member, the training process of the FESV, Inc. and the Chairman will supervise all training, or appoint a committee person to do so, so that the FESV, Inc. is aware of any changes, upgrades, or revisions in any members training. This committee will coordinate all training with established standards set forth by local, county, state and/or federal authorities, authorized to set these standards. This committee will keep all training records confidential, will submit training records to the Secretary for safe keeping, after annual training report at the annual meeting and make any such records available to the Board of Directors upon request.

11. *Ad Hoc Committees*: Ad Hoc committees can be formed at any time, by the President, with the advice and approval of the Board of Directors. Such committees shall have and exercise such prescribed authority as it is designated by the Board of Directors. Their duties, responsibilities, rules of procedure and/or operating guidelines of these committees will be listed within the Procedure Manual, shall operate only with approval of the Board of Directors, and will be reviewed by the Board of Directors from time to time. And can be dissolved at any time by the Board of Directors. Each Ad Hoc committee will be assigned a Board of Director member, for advice and coordination with the Board of Directors, no committee shall operate without a designee, and this designee is a member of that committee, with full rights and privileges of a committee member.

12. *Committees and the President*: The President of the FESV, Inc. is an ex-officio member of any and all committees, Standing or Ad Hoc, except the Nominating Committee, and has the same rights and privileges as the other committee members, one (1) vote, but is not obligated to attend meetings of the committee, and is not counted in determining if a quorum is present. However, the President may not vote unless he or she is present at the committee meeting. This is a right and privilege of the Office of President.

Article X - PUBLIC STATEMENTS

1. *Authority To Make Statements*: No person, except the President shall have the authority to make public statements, whether written or oral, purporting to represent the official policy, position, or opinion of the FESV, Inc., without first having obtained the approval of the Board of Directors.

2. *Limitation of Statements*: Any person who is authorized to make any public statements whether written or oral, purporting to represent the official policy, position, recommendation, or opinion of the FESV, Inc. shall first make it clear that he/she is representing the FESV, Inc. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters, which have been properly approved by the Board of Directors and the FESV, Inc. He/she shall not, at any time present any statement purporting to represent any other firm, group, organization or purporting to represent his or her own personal view.

Article XI - ADMINISTRATION AND PROCEDURES

1. *Fiscal Year*: Unless otherwise indicated, the FESV, Inc. shall operate on a fiscal year commencing on the first day of January and ending on the last day of December.

2. *Legal Documents*: The Board of Directors may authorize any officer or officers, agent or agents, to enter into, on behalf of the FESV, Inc., any contract or legal document in its name, provided such authorization be made in writing. Such authorization may be limited by the Board of Directors and shall continue in force until revoked, in writing, or expiration.

Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the FESV, Inc. shall be signed by the President and countersigned by the Secretary or such other person(s) who may be so designated from time to time by the Board of Directors.

3. *Accounts*: The Board of Directors shall inform appropriate third parties and their agents in writing as to those FESV, Inc. officers who are qualified to sign checks, drafts, notes or other evidences of indebtedness on behalf of the FESV, Inc. and the procedures to be used therefore. In consultation with the Treasurer, said Board shall establish accounts as appropriate for the deposit and disbursement of FESV, Inc. funds.

No FESV, Inc., officer, director, chairman, or member may open or authorize any account(s), with any corporation or business, including reward or points programs, partnership or sponsorship program(s) or enter into a contract or agreement, unless specially authorized of the Board of Directors to do so.

Except as otherwise provided by law, checks, drafts, and orders for payment of money of this corporation shall be signed by at least two members officially listed for that account and authorized by the Board of Directors.

4. *Gifts and Grants*: The FESV, Inc. may accept such gifts and grants of moneys or property as the Board of Directors may authorize. The Board of Directors may also authorize the making of loans, gifts, or grants of FESV, Inc. moneys and/or property to other nonprofit organizations whose activities will further the purposes of the FESV, Inc., on such terms and conditions as the Board may deem appropriate, but to the limits and restriction of law and these Bylaws.

5. *Compensation*: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, chairman or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the purposes of the FESV, Inc. set forth in the Articles of Incorporation and by these Bylaws and by Resolution of the Board of Directors. Directors, officers, chairman and members of committees may not receive any compensation for their service as such, but may receive reimbursement for expenses as may be fixed or determined by approved budget line items, pre-approved expenditures and by resolution of the Board of Directors.

6. *Books and Records*: This corporation shall keep correct and complete books and records of accounts, and shall keep minutes of the proceedings of meetings of the Board of Directors, Executive Committee actions, and any other committees, standing or ad hoc.

All books and records of FESV, Inc. may be inspected by anyone, within the laws and statues of the State of Florida for any proper purpose at any reasonable time on written demand stating such purpose, at a time convenient for all parties involved. Any person, with written request and a valid reason, may request copies of any audited and/or filed financial documents, at a reason reproduction fee.

All officers or agents who have funds or property of the FESV, Inc. in their possession shall maintain such written records of their transactions as enable them to fully account for the use and disposition thereof, and to be maintained in such form as to be submitted to audit. This record, funds, or property will be forward to anyone authorized by the Board of Director, within ten days or less, upon notice of said request.

The FESV, Inc. shall keep at its principal place of business a register giving the name and addresses of Board of Directors and officers of the FESV, Inc., together with the original certified copy of the Articles of Incorporation, Bylaws, including all amendments to either document, and certified by the Secretary of the FESV, Inc.

7. *Reporting*: Minutes shall be taken and transcribed for any and all FESV, Inc. meetings. This reporting shall include (1) attendance of participants, including a list of persons not in attendance, but part of the committee and/or meeting. (2) All motions seconded and voted upon, and the accompanied vote. (3) The date, time, and location of meeting. The report or minutes shall be reported to the Secretary in a reasonable amount of time after the meeting, but no longer than thirty (30) days following such meeting and may be reviewed by the Board of Directors.

8. *Review of Financial Records*: The Board of Directors shall cause a review to be made by one or more Board of Directors, or by Public Accountant, of the books and records maintained by the Treasurer at such intervals as the Board may determine; however, a review shall be required upon the expiration of each term of office (regardless of whether the Treasurer has been reelected or reappointed) and also upon the resignation or removal of the Treasurer prior to the expiration of a term. The Board of Directors may also direct that a review be performed of the accounts of any officer or agent having custody of FESV, Inc. funds at such times and in such manner and by such persons as the Board may deem appropriate.

9. *Bonds*: The Board of Directors may require any officer or agent having custody of FESV, Inc. funds to be bonded by a bonding company and in such amounts as selected by the Board of Directors. All premiums for such bonds shall be paid by the FESV, Inc.

10. *Rules of Procedure*: The Board of Directors, Executive Committee and any Committee of the FESV, Inc. may adopt rules of procedure not inconsistent with the Articles of Incorporation and Bylaws of the FESV, Inc. or any statute, or law, provided that any such rules shall be in writing and made available to the membership upon request. The Board of Directors shall approve all rules to be adopted by any Committee, and will place the approved Rules of Procedures into the Procedure Manual.

11. *Absence of Rules*: Procedures at any Board of Directors, Executive Committee, standing or ad hoc committee or membership meeting of the FESV, Inc. or at any hearing before any Board shall be governed on all points not covered by statute, by these Bylaws, by the Procedure Manual, by rules adopted by such body, or by the latest revised edition of the Roberts Rules of Order.

12. *Loans to Management*: The FESV, Inc. shall not make any loans, in any form, to any of its directors, officers, volunteers, or employees, what so ever, at any time.

13. *Communications*: Within these Bylaws, there are, or may be, rules for distributing notice or notices and/or other materials or items to FESV, Inc. members, Directors, Officers, Chairmen, and/or others that within the text of these Bylaws are required to be mailed to the appropriate recipient or recipients

1. *Alternate Communications*: With the development of alternate means of communications, these requirements can be fulfilled by other means, including but not limited to, telephone (voice), facsimile (faxing), distribution by hand, electronic means over the Internet (e-mail), instant electronic mail, or any other manner that can be assured that the appropriate recipient or recipients have obtained the required notice or notices and/or other materials, as required by these Bylaws.

2. *E-meeting and/or E-voting*: Regular and Special Meetings of the Board of Directors, or any committee meeting may be held by electronic means, however, the preferred method is to hold face-to-face meetings. It may become necessary, from time to time, at the call of the President (any meeting, except as otherwise listed within these

Bylaws) or Committee Chairman (only meeting of committee in which that person is Chairman), to hold an e-meeting and/or conduct e-voting. The Annual meeting may not be conducted by any other means than a face-to-face meeting, and cannot under any circumstances be conducted electronically.

The person calling and convening any e-meeting or e-voting, must assure that the appropriate person or persons have obtained the required information and the person responding with comments and/or voting is such person that has the responsibility of making such action and can be identified as such person, as required by these Bylaws.

And subject to the following:

1. All committee members shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting, but all may not need to be present. The required quorum, the same as any other meeting, shall constitute the quorum for any E-meeting and, once established, shall be assumed present until the meeting is adjourned.
2. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
3. The affirmative e-vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion, unless a greater proportion as indicated by other provisions of these bylaws, shall be necessary for the adoption of motions.
4. All e-meetings must have the same reporting as any other meeting, and shall follow the same information as prescribed for any other meeting., as listed elsewhere within these Bylaws. The Board of Directors may review all reporting.
5. Procedural rules related to the conduct of electronic meetings, all E-vote reporting, and written minutes of the meetings shall be established and promulgated by the Board of Directors, and placed within the procedure manual.

Article XII - AMENDMENTS

1. *Proposed Amendments:* Any proposals for a change or changes to these Bylaws must be made in writing by at least five (5) members in good standing of the FESV, Inc. Such proposals shall be submitted to the Secretary and must contain the names and addresses of each member making such proposal, together with a statement of that part of the Bylaws proposed for change, the nature of the change being proposed, and the reasons why such change is proposed.
2. *Proposal by Officers and Directors:* The Board of Directors may at any time propose changes to these Bylaws in the same manner as a proposal made by the members, as long as they are proposed by a majority of the Board of Directors.
3. *Review:* Once officially proposed, all proposed amendments to these Bylaws shall first be reviewed by the Bylaws Committee. The bylaws committee may request additional information from any source in making its review. The Bylaws Committee, upon completion of its review, shall present the proposed amendment, along with its comments, in writing to the Board of Directors for appropriate action.

4. *Adoption*: The Board of Directors may on its own motion, adopt, reject or modify the proposed change or, in its discretion determine that the change proposed should be submitted to a vote of the membership, in which event it shall be placed on the ballot for a vote at the next annual meeting, stating the text of the existing Bylaw and the text of the proposed change, designed in such a manner as to clearly afford each eligible member to vote for or against the proposal. A two-thirds vote of the Board of Directors is required to amend these Bylaws or bring the proposed amendment to the membership. At the annual meeting, the majority of the voting members is required to accept or reject the amendments to these Bylaws.

Article XIII - INDEMNIFICATION

1. *Indemnification*:

1. To the fullest extent permitted by the law, the FESV, Inc. shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good faith performance of their duties. "Agents" for this purpose shall include Directors, Officers, and employees.

2. The Board of Directors, its Officers and staff shall not be personally liable for the debts, liabilities, or other obligations of the Association.

Article XIV – SUBSIDIARIES

The FESV, Inc. may have as many subsidiaries, as authorized by law, by state statute, and as approved by the Board of Directors. A subsidiary is a group or other organization structure, under the control of the FESV, Inc., and uses any or all FESV, Inc. corporate documents, official identification numbers, official status (state or federal) or other identifying method, for its basic operational procedures, and shall follow all guidelines, as listed below or listed in the Procedure Manual, as approved by the Board of Directors of the FESV, Inc.

a. The subsidiary may form an organization structure separate from the FESV, Inc. by way of Bylaws, and may adopt rules of procedure not inconsistent with the Articles of Incorporation and Bylaws of the FESV, Inc. or any statute, or law, provided that any such rules shall be in writing, made available to the membership upon request, and be approved by the subsidiary governing board and Board of Directors of the FESV, Inc.

b. If the subsidiary chooses not to set a formal method of procedures, by the way of Bylaws, the subsidiary will be operated under the rules of procedure of the FESV, Inc., and the governing body will be the Board of Directors of the FESV, Inc.

c. There shall be a Memorandum of Understanding (MOU) between both the subsidiary and the FESV, Inc. and shall be in writing, and signed by approved representatives from each organization. This MOU shall include basic provisions, which will guide the working relationship between both parties and stating what is expected by each party, the required operating guideline, and may be amended, in writing, at any time with concurrence of both parties. The MOU must state the term of the agreement, and no matter the term, must be renegotiated at least every three years. This MOU will be placed within the Procedure Manual, and may be reviewed by the Board of Directors from time to time.

d. If, at any time, the subsidiary violates any rules of procedure, state or federal laws, act(s) of conduct that can be determined to harm, or potentially harm, either party, the Board of Directors of the FESV, Inc. can

terminate the MOU at any time, remove the Board or governing body of the subsidiary, specific Board or governing members, overturn any action, and/or conduct business with the operating structure of the FESV, Inc, while reorganizing the governing board or governing operating procedures of the subsidiary. A two-thirds vote of the FESV, Inc. Board of Directors is required to revoke any or all privileges of the subsidiary.

e. Any subsidiary will operate under a “doing business as” or “dba” documented and approved by state filing, and all business of the subsidiary will be supervised by the Board of Directors of the FESV, Inc.

f. Procedures at any subsidiary governing Board, Executive Committee or Council, standing or ad hoc committee or any meeting of the membership, or at any hearing before any Board shall be governed on all points not covered by statute, by any Bylaws, by rules adopted by such body, or by the latest revised edition of the Roberts Rules of Order.

g. An elected representative of the subsidiary shall also become a member of the Board of Directors of the FESV, Inc. This representative may also request that others from the subsidiary attend the Board of Directors meeting, with approval of the FESV, Inc. President.

h. A representative of the subsidiary is required to give a report at the annual meeting of the FESV, Inc. stating the current status, current governing body members, and any changes in procedure from the year prior, and will also include a written financial report, to become part of the minutes of that annual meeting.

i. The Board of Directors may choose at any time to dissolve the subsidiary, and the decision of the Board of Directors is final. At dissolution, any and all funds of the subsidiary are to be turned over to the Treasurer of the FESV, Inc.

Article XV – AFFILIATES

The FESV, Inc. may have as many affiliates, as authorized by law, by state statute, and as approved by the Board of Directors. An affiliate is a group or organization that is under no control of FESV, Inc., and does not or cannot use any or all FESV, Inc. corporate documents, official identification numbers, official status (state or Federal) or other identify method, for its operational procedures, but shall follow all guidelines, as listed below, or in the Procedure Manual, as approved by the Board of Directors of the FESV, Inc.

a. There shall be a Memorandum of Understanding (MOU) between both the affiliate and the FESV, Inc. and shall be in writing, and sign by approved representatives from each organization. This MOU shall include basic provisions, which will guide the working relationship between both parties and stating what is expected by each party, the required operating guideline, and may be amended, in writing, at any time with concurrence of both parties. The MOU must state the term of the agreement, and no matter the term, must be renegotiated at least every three years. This MOU will be placed within the Procedure Manual, and may be reviewed by the Board of Directors from time to time.

b. If, at any time, the affiliate violates any rules of procedure, state or federal laws, act(s) of conduct that can be determined to harm, or potentially harm, either party, the Board of Directors of the FESV, Inc. can terminate the MOU at any time. A two-thirds vote of the FESV, Inc. Board of Directors is required to revoke any or all privileges of the affiliate.

Article XVI - DISSOLUTION

1. *Dissolution*: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for that purpose.

Article XVII - CORPORATE SEAL, LOGO AND LETTERHEAD

1. *Corporate Seal*: The FESV, Inc. shall have a seal in circular form having within its circumference the words "Flagler Emergency Service Volunteers, Inc.," FESV, Inc. or similar wording, and shall include the state and date of incorporation.

2. *Corporate Logo And Letterhead*: The FESV, Inc. corporate logo and letterhead shall be approved by the Board of Directors. Its use, size, color and other determining marking shall be consist with the image of the FESV, inc. and may be used only within the established guidelines set for in the Procedure Manual, as approved by the Board of Directors. All official communications of the FESV, Inc., shall be placed upon the official letterhead of the FESV, Inc., with copies of all letters placed on letterhead within the official files of the FESV, Inc.

IN WITNESS THEREOF, the undersigned has caused these Bylaws to be executed on the 9/29/2008 by the President of the Flagler Emergency Service Volunteers, Inc. and attested by the Secretary of the FESV, Inc. pursuant to a Resolution duly and unanimously adopted by its Board of Directors, said Resolution causing these Bylaws to be effective on 9/29/2008, in the County of Flagler, in the State of Florida, within these United States of America.

ATTEST:

President, Merrill Musikar (signed)
Flagler Emergency Service Volunteers, Inc.

Secretary, Linda M. Richard (signed)
Flagler Emergency Service Volunteers, Inc.

Date: 09/29/2008
Date Filed: 09/29/2008