

Bylaws of Keep Florida Beautiful Inc.

A FLORIDA NON-PROFIT CORPORATION

ARTICLE 1. NAME, LOCATION AND OFFICES

1.1 Name. The name of this non-profit shall be known as Keep Florida Beautiful, Inc., hereinafter referred to as KFB.

1.2 Registered Office and Agent. KFB shall maintain a registered office in the State of Florida, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Florida Not for Profit Corporation Act, Chapter 617 Florida Statutes.

ARTICLE 2. PURPOSES AND AUTHORITY

2.1 Non-profit Corporation. KFB shall be organized and operated as a non-profit corporation under the provisions of the Florida Not for Profit Corporation Act.

2.2 Charitable and Education Purposes. KFB is a voluntary association of individuals the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. KFB's mission is to inspire, educate and empower people in Florida to take action every day to improve and beautify their community environments.

2.3 Governing Instruments. KFB shall be governed by its Articles of Incorporation and its Bylaws.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Members. KFB Board of Directors (Board) shall consist of no fewer than thirteen (13) and no more than twenty-five (25) Directors, also known as members. Ex officio and honorary members may be invited to participate by appointment of the members of the Board. The President of Keep America Beautiful Affiliates of Florida (KABAF) shall serve on the Board during his/her term. In the event the President is unable to participate, he/she can designate another officer of KABAF to participate on behalf of KABAF. There shall be a minimum of three (3) affiliate members on the Board with affiliate representation not to exceed 30% of board membership. The affiliate Board members will be active coordinator/executive directors of an affiliate with at least two years of experience in that position. The affiliate must be certified and in good standing with Keep America Beautiful. The coordinator/executive directors must be from different counties and be representative of the geographic locations and size of affiliates served by KFB.

3.2 Applications. Applications for membership status in KFB shall be made in such form as the Board provides. When membership is held in the name of a company, partnership, trade association, other organization or association, or affiliate, one person shall be designated in the application as the representative to serve on the Board.

3.3 Terms. Unless otherwise specified, all members of the Board of KFB shall be elected every two (2) years at the annual meeting of the members and be eligible for re-election. New members of the Board may be created and filled at any meeting of the Board.

3.4 Classes of Members. The Board may establish, from time to time, such classes of membership of KFB as it shall deem necessary to carry out the purposes of KFB.

3.5 Qualifications and Rights of Members. To be eligible to serve as a member of the Board, an individual must be willing to accept their assigned responsibilities, as defined in standing rules adopted by the Board.

3.6 Ascertaining Qualifications of All Classes of Membership. The Board is empowered to provide such means of ascertaining the qualifications, requirements and rights of members of any classes of membership which it may establish, as it may deem necessary or desirable. The Board may delegate the powers conferred by this section to such committee as it may designate.

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3.7 Voting Rights. All elected members of the Board shall be entitled to vote on matters of the membership, and each such member shall be entitled to one vote on each such matter.

3.8 Resignation. Any member may resign by submitting written notice of resignation to the Chair or a member of the Executive Committee. Unless otherwise specified in such written notice, such resignation will take effect upon receipt by the Board or any such officer.

3.9 Transfer of Membership. Membership on the Board shall not be transferable or assignable.

ARTICLE 4. MEETINGS OF BOARD OF DIRECTORS

4.1 Place of Meetings. Meetings of the members may be held at such place within the State of Florida as determined by the Board and stated in the notice of the meeting.

4.2 Meetings. The Board shall meet at least two (2) times per year and the meeting shall be held at such time and place as the Board shall determine, for the purpose of transacting any and all business that may properly come before the members.

4.3 Notice of Meetings. Notice stating the place, day and hour of any meeting of the Board shall be forwarded to each Board Member entitled to vote at such meeting not less than ten (10) days before the date of such meeting, by or at the direction of the Chair, the Executive Director, or the Secretary using a reasonable method of communication. In case of a special meeting or one required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

4.4 Waiver. Attendance by a member at a meeting shall constitute a waiver of such notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.5 Special Meetings. Special meetings of the members of KFB may be held at such time and place as may be determined by the Board, the Executive Committee, or the President. No business other than that specified in the notice of the meeting will be transacted at any such meeting.

4.6 Quorum. A majority of the members of the Board immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Board are present at such meeting, those present may adjourn the meeting at any time without further notice. A member of the Board may attend a meeting telephonically or by other electronic communications and be considered as part of the quorum. A quorum once attained continues until adjournment despite voluntary withdrawal of enough members to leave less than a quorum.

4.7 Proxies. A Member entitled to vote may vote in person or by proxy, either in the form of the Member's representative by proxy executed in writing, or electronic communication by the Member. If the validity of any proxy is questioned, it must be submitted to the Secretary.

4.8 Presiding Officer. The Chair of KFB shall preside at all meetings of the members, or in the absence of the Chair, the 1st Vice-Chair shall preside, or in the absence of the Chair and both Vice-Chairs, a presiding officer shall be chosen by the members present. The Secretary of KFB shall act as secretary of all meetings of the members; but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

4.9 Telephone and Similar Meetings. Members may participate and hold meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

4.10 Actions of Members Without a Meeting. All meeting shall adhere to Roberts Rules of Order. Any action

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which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, including electronic communications, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof. For purposes of this section, "signed" includes a message of consent as set forth in electronic communication. Such consent shall have the same force and effect as a unanimous vote of the members of KFB at a meeting. Documentation of the signed consent, or a signed copy, shall be placed in the files of KFB.

ARTICLE 5. OFFICERS

5.1 Number and Qualifications. The officers of KFB shall consist of a Chair, 1st Vice Chair, 2nd Vice-Chair, a Secretary, and a Treasurer. The Executive Director position shall be a non-voting member and serve at the pleasure of the Board.

5.2 Election and Term. All officers of KFB shall be elected every two (2) years at the annual meeting of the members and be eligible for re-election. New officers may be created and filled at any meeting of the Board.

5.3 Resignations. Any director may resign at any time by giving written notice of such resignation to the Board or the Executive Director. Unless otherwise specified in such written notice, such resignation will take effect upon receipt by the Board or any such officer.

5.4 Remove. Any officer or elected member may be removed at any time with or without cause by a vote of two-thirds of the Board.

5.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Chair.

ARTICLE 6. DUTIES OF OFFICERS

6.1 Executive Director. The Executive Director shall be a non-voting member of the Board, Executive Committee, and any other committees formed by KFB. The Executive Director shall supervise the affairs of KFB, with responsibility for the management and direction of the operations, programs and activities of KFB, including objectives and programs as generally determined by the Board; and in general shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed from time to time by the Chair.

6.2 Chair. The Chair shall preside at all meetings of KFB, decide all points of order and procedures at such meetings unless otherwise directed by a majority of the members of KFB and perform any other duties customary to the office.

6.3 1st Vice-Chair. The 1st Vice-Chair shall, in the absence of the Chair, perform the duties and has the authority to exercise the powers of the Chair. He or she shall perform such duties and have such other authority and powers customary to the office.

6.4 2nd Vice-Chair. The 2nd Vice-Chair shall, in the absence of the 1st Vice-Chair, perform the duties and has the authority to exercise the powers of the 1st Vice-Chair. He or she shall perform such duties and have such other authority and powers customary to the office.

6.5 Secretary. The Secretary shall keep the minutes of the meetings of KFB and shall perform any other duties customary to the office.

6.6 Treasurer. The Treasurer shall oversee all financial records and perform any other duties customary to the office.

6.7 Chair of Standing or Ad Hoc Committee. Chair of a standing or ad hoc committee shall perform such duties and functions as may from time to time be assigned by the Board.

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6.8 Additional Duties. The officers shall perform such other duties and functions as may from time to time be assigned by the Board.

6.9 Delegation of Duties. In the absence or disability of any officer of KFB for any other reason deemed sufficient by the Executive Committee, the Executive Committee may delegate his or her powers or duties to any other officer or to any other member of the Board.

ARTICLE 7. EXECUTIVE COMMITTEE

7.1 Authority and Responsibility. The authority of KFB shall be vested in its Board, but the governing body of KFB shall be the Executive Committee. The Executive Committee shall have supervision, control and direction of the management, affairs and property of KFB; shall determine its policies or changes therein; and shall oversee the disbursement of its funds. The Executive Committee may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of KFB as shall be deemed advisable. Under no circumstances, however, shall the fundamental and basic purpose of KFB, as expressed in the Articles of Incorporation, be amended or changed; and the Executive Committee shall not permit any part of the net earnings or capital to benefit any member, director, officer or other private person.

7.2 Number, Manner of Selection and Term of Office. The members of the Executive Committee of KFB shall be the Chair, 1st Vice-Chair, 2nd Vice-Chair, Secretary, Treasurer, and the immediate Past Chair. Each member of the Executive Committee shall take office as of the close of the annual meeting or until his or her successor shall have been selected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification.

7.3 Chair. The Chair of KFB shall serve as the Chair of the Executive Committee and shall have full voting privileges.

7.4 Removal. Any member of the Executive Committee may be removed either for or without cause at any meeting of the board, by the affirmative vote of two-thirds of all the members of the board if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A successor to a removed member of the Executive Committee may be selected at the same meeting to serve the unexpired term.

7.5 Vacancies. Any vacancy in the Executive Committee arising at any time and from any cause may be filled for the unexpired term by the Chair.

ARTICLE 8. MEETINGS OF THE EXECUTIVE COMMITTEE

8.1 Place of Meetings. Meetings of the Executive Committee may be held at such place within the State of Florida as determined by the Chair and stated in the notice of the meeting.

8.2 Meetings Notice. Meetings of the Executive Committee shall be called by the Chair. Notice of the time, place, and purpose of any meeting of the Executive Committee shall be given via electronic communications to Executive Committee members at least 24 hours before the meeting. Minutes of the Executive Committee meeting shall be placed in the KFB files.

8.3 Waiver of Notice. Attendance by a member at an Executive Committee meeting shall constitute a waiver of such notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

8.4 Quorum and Voting. A majority of Executive Committee members shall constitute a quorum for the transaction of business. The vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Executive Committee. If less than a quorum is present, then a majority of those members present may adjourn from time to time until a quorum is present.

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8.5 Telephone and Similar Meetings. Executive Committee members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

8.6 Action by Executive Committee without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing, including electronic communications, setting forth the action so taken is approved by a majority of the members of the Executive Committee. For purposes of this section, "signed" includes a message of consent as set forth in electronic communication. Such consent shall have the same force and effect as a unanimous vote at a meeting. Documentation of the action taken shall be included in minutes and shall be placed in the KFB records.

ARTICLE 9. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Contracts. The Executive Committee may authorize any officer or officers, agent or agents of KFB, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of KFB. Such authority must be in writing and be confined to specific instances.

9.2 Checks, Drafts, Notes, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of KFB may signed by the Executive Director, the Treasurer and any other officer listed as an authorized representative with the banking institution.

9.3 Deposits. All funds of KFB shall be deposited to the credit of KFB in such banks, trust companies or other depositories used by KFB. The Executive Director has the authority to make these deposits in addition to the Treasurer and any other officer listed as an authorized representative with the banking institution.

ARTICLE 10. BOOKS, RECORDS AND REPORTS

10.1 Books and Records. KFB shall keep correct and complete books and records of account and shall also keep minutes and proceedings of its Board and Executive Committee meetings. KFB shall keep at its registered or principal office a record giving the name and addresses of the members entitled to vote. After each annual or special meeting, the Secretary shall make available upon request, copies of the minutes thereof to all members. All books and records of KFB may be inspected upon request.

10.2 Annual Report to Members. KFB shall prepare an annual report of KFB activities and make it available to all Board members and Affiliates, as well as the general public. The Executive Director shall also present a balance sheet as of the close of the fiscal year of KFB to the Board. Such financial statements shall be prepared in accordance with the books of KFB, in conformity with general accepted accounting principles.

ARTICLE 11. NON-PROFIT OPERATION

11.1 Operation. KFB will not have or issue shares of stock. No dividends will be paid and no member of KFB has any vested right, interest or privilege in or to the assets, property, functions or activities of KFB.

11.2 Tax Exempt Status. The affairs of KFB at all times shall be conducted in such a manner as to assure its status as a publicly supported organization to qualify for exemption from income tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE 12. FISCAL YEAR

12.1 Fiscal Year. The fiscal year of KFB shall be the calendar year. The Executive Committee may change the fiscal year if deemed appropriate.

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ARTICLE 13 INDEMNIFICATION

13.1 Indemnification. KFB shall indemnify each officer and director to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE 14. AMENDMENTS

14.1 Power to Amend Bylaws. The Board shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws, by a majority of the Board present at a meeting at which a quorum is present or as otherwise provided in these Bylaws.

ARTICLE 15. DISSOLUTION

15.1 Dissolution. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service 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 public purposes.

The above and foregoing Bylaws were adopted by the officers of KFB on the 14th day of July, 2016.