

BY-LAWS
ST. FRANCIS MANOR OF VERO BEACH, FLORIDA, INC.

As Revised on November 9th, 2021

ARTICLE I

Name

The name of the Corporation shall be St. Francis Manor of Vero Beach, Florida, Inc.

ARTICLE II

Corporate Purpose

Section 1. NONPROFIT PURPOSE:

This Corporation is organized and operated exclusively for charitable and educational purposes with the meaning of Section 503(c)(3) of the Internal Revenue Code. The objectives and purposes of this organization shall be as follows:

Section 2. SPECIFIC PURPOSES:

a. To provide affordable housing for seniors on a limited income based on standards as established by the Board of Directors. The minimum age of residents approved for housing shall be 62 years old. The Board may, by a majority decision, under special circumstances, make exceptions to the 62-year age restriction. All residents must be self-sufficient and able to live independently.

b. To develop and promote an attractive, safe and socially supportive living environment for residents.

ARTICLE III

Membership and Meetings

Section 1. MEMBERSHIP:

No general membership exists or is required. No need for general membership is anticipated.

Section 2. BOARD MEETINGS:

- a. Monthly meetings shall be conducted from January to May and September to December. The annual Board meeting of the Corporation shall be held in January of each year, unless changed by a 2/3 vote of the voting membership of the Board of Directors. Special Board meetings may be held any time upon the call of the President, provided written notice thereof is given each member of the Board at least five (5) days prior to the meeting. The Chair of the Board, with the concurrence of a majority of the Executive Committee, may cancel any regular

meeting. The Board shall be given no less than 24 hours' notice of cancellation of a regular meeting.

- b. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3. TENANT MEETINGS:

There shall be a minimum of one Town Hall meeting per year called by the President for the residents of the facility. Other meetings may be called as deemed necessary by the Board of Directors.

ARTICLE IV

Board of Directors

Section 1. GENERAL POWERS:

a. The Board of Directors shall be the governing body of the Corporation and shall have all the powers and responsibilities customarily vested in a Board of Directors. Without limiting the foregoing, the Board of Directors shall specifically determine the policies, approve the program of work and budget, authorize any additional financial changes which it needs, fill vacancies on the Board of Directors, appoint the Executive Director or Administrator and hire any employees necessary to the effective administration of the Corporation. In addition, the Board of Directors shall maintain, operate and manage the property of the Corporation and enter into contracts pertaining to the affairs of the Corporation for the purposes for which the Corporation was created.

b. All contracts and agreements authorized by the Board of Directors shall be executed in the name of the Corporation by the President or Vice-President thereof, attested by the Secretary and the corporate seal affixed thereto, as required by law.

c. The business affairs of the Corporation shall be conducted solely on a non-profit basis and no member, officer or director thereof shall be paid any salary or receive any other benefits for services performed for or on behalf of the Corporation.

Section 2. NUMBER, TENURE, REQUIREMENTS AND QUALIFICATIONS:

a. The Board of Directors of said Corporation shall consist of not less than nine (9) nor more than (13) members.

b. Each member of the Board of Directors shall, upon the commencement of his/her term as determined by the Board of Directors, immediately enter upon the performance of his/her duties. All members of the Board of Directors, and Advisory Council, if any, must be approved by a majority vote of the voting members present. No vote on a new member of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 3 of the is Article.

c. Members of the Board will serve a three (3) year term and are eligible for reappointment for no more than two (2) additional terms. Individuals who have served the maximum number of terms or who leave the board without serving the maximum number of terms

shall be eligible for reappointment to the Board in accordance with this Article twelve (12) months from the cessation of his/her previous service. In the discretion of the Board of Directors, this provision may be waived. The Board of Directors specifically ratifies the previous appointments to the Board of Directors.

d. Upon approval of the President, a Board member may be allowed a leave of absence not to exceed six (6) months for personal reasons.

e. Each director on the Board of Directors will be charged with serving of one of three standing committees:

- Governance
- Development
- Finance

Section 3. QUORUM:

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the action of a greater number is required by law or by these by-laws.

Section 4. VACANCIES:

Whenever any vacancy occurs on the Board of Directors which caused the number of members to fall below the minimum number required in these by-laws, the Board of Directors shall fill the position without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 5. COMPENSATION:

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 6. CONFIDENTIALITY:

a. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity, unless such information is already a matter of public knowledge, such person has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

b. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 7. ADVISORY COUNCIL:

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said

meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 8. HONORARY DIRECTORS:

a. Directors who have given service to the Board of Directors and to the Corporation, service being defined by the Board of Directors, upon retirement from the Board may be given Honorary Director status, with all the rights, privileges given to a sitting member of the Board of Directors, except that of voting.

b. The title Emeritus may be bestowed on a founder or director with distinguished service to the Corporation, such service being defined by the Board of Directors. The title is strictly honorary and at the discretion of the Board may contain all the rights and privileges given to a sitting member of the Board of Directors, except that of voting.

Section 9. PARLIMENTARY PROCEDURE:

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 10. REMOVAL:

Any member of the Board of Directors or Advisory Council may be removed with or without cause, at any time, by a vote of two-thirds (2/3) of the voting members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V

Officers

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All Officers must have the status of active members of the Board. The Executive Committee shall consist of the officers of the Board of Directors.

Section 1. PRESIDENT:

The President shall preside at all meetings and shall have general supervision over the affairs for the Board of Directors and over the other officers. The President shall appoint the committees as may be deemed expedient for the carrying out of the purposes of the Board, with the approval of the Board. The President will act upon the recommendations of such committees and is responsible for organizing and calling together a minimum of one Town Hall Meeting, as set forth in Article III, Section 3 of these articles of incorporation.

Section 2. VICE PRESIDENT:

The Vice President shall perform the duties of the President in the absence or incapacity of the President. The Vice President shall oversee every committee by communicating/meeting with the chair of each designated committee. The Vice President, or the Vice President's designee, as approved by the Executive Committee, will be responsible for organizing a Board retreat/workshop once a year with a goal-oriented agenda. The Vice President, or the Vice President's designee as approved by the Executive Committee, will chair the Nominating Committee. The Nominating Committee shall consist of at least one member of the Executive Committee and two Board members. Additional members may be named at the discretion of the Chair.

Section 3. SECRETARY:

The Secretary shall oversee the record or minutes of all proceedings, making them available to the Board of Directors. The Secretary must make available minutes to all Board meetings prior to the Board meeting for which approval of such minutes will be sought. The Secretary will be responsible to ensure back up of any correspondence for the Executive Committee. The Secretary shall conduct general correspondence of the Board what is not the proper function of the other officers or committees or the Administrator and perform all other duties appropriate to this office.

Section 4. TREASURER:

The Treasurer shall keep account of the assets and liabilities of St. Francis Manor. The Treasurer, or the Treasurer's designee as approved by the Executive Committee, will chair the Finance Committee. The Treasurer must be involved in the planning of the annual budget and perform all other duties appropriate to this office.

Section 5. ELECTION OF OFFICERS:

a. Officers will be elected every two (2) years at the Annual Meeting taking place in January. If a new officer is not elected for any reason, the old officer will remain in the post until the replacement is elected. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for one (1) term only.

b. The Nominating Committee shall submit, no later than fourteen (14) days prior to the Annual Meeting a slate of candidates to the Board of Directors for respective officers. Nominations shall also be received from the floor after the report of the Nominating Committee. Officers will be elected by a majority of the currently seated Board of Directors. In the case of uncontested candidates, voting may be by voice vote. In all other cases, voting will be conducted by written ballot and Board Members not in attendance may submit their vote by proxy preceding the Annual Meeting. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the Annual Meeting.

Section 6. REMOVAL OF OFFICERS:

The Board of Directors, with the concurrence of two thirds (2/3) of the voting members of the Board of Directors, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion not less than fourteen (14) days prior to the meeting at which such motion shall be presented.

Section 7. VACANCIES:

If there is a vacancy in the office of President, the Vice-President will become the president. At the next regularly scheduled meeting, there will be an election for Vice-President. If there is a vacancy in any other office, members will fill the vacancy at the next regular business meeting. The Nominating Committee shall be responsible for nominating persons to fill vacancies that occur between Annual Meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors not less than seven (7) days and not more than fourteen (14) days prior to the next meeting at which the election will be held. The persons so elected shall hold membership of office for the unexpired term for which the vacancy occurred. The filling of an unexpired term of an officer shall not be deemed to accrue to the limit of two (2) two-year terms.

ARTICLE VI

Committees

Section 1. COMMITTEE FORMATION:

The Board may create or abolish ad hoc committees as needed, such as fund raising, public relations, data collection, etc. The Board President appoints all committee chairs.

Section 2. EXECUTIVE COMMITTEE:

The four (4) officers serve as the members of the Executive Committee. Except for the powers to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 3. STANDING COMMITTEES:

In addition to the Executive Committee, there shall be three (3) standing committees:

- Finance
- Development
- Governance

(a) **FINANCE COMMITTEE:** The Treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the annual year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial reports of the organization are public information and shall be made available to the membership, Board of Directors and public.

(b) **DEVELOPMENT COMMITTEE:** The Development Committee shall review, discuss and make recommendations to the Board of Directors on establishing, maintaining and enhancing a comprehensive development program to advance fundraising and gifts to the organization. The committee shall also review and evaluate new and existing volunteer development programs and evaluate and review future fundraising initiatives.

(c) **GOVERNANCE COMMITTEE:** The Governance Committee shall assist the Board to carry out its due diligence function related to the healthy development and operation of

the Board, its committees and performance of individual board members. The Governance Committee shall further keep the Board informed of best practices in the governance of the organization, reviewing trends in the industry and applicability to the organization and updating governance principles and practices and advising the Board on the skills, qualities and professional or educational experiences necessary to be effective Board members.

ARTICLE VII

Corporate Staff

Section 1. EXECUTIVE DIRECTOR:

(a) The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall oversee the day-to-day operation of St. Francis Manor. He/She shall be a non-voting member of the Board and shall receive compensation. As administrator, he/she shall serve *ex officio* on all committees that may be established by the Board of Directors. The Executive Director shall appoint, with the consent of the Board and supervise the Corporation's staff, who shall report to the Executive Director, unless an employee has been directly hired by the Board.

(b) The Executive Director may not be related by blood or marriage/partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of 2/3 of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

Section 2. OTHER STAFF: The Board of Directors shall authorize the Executive Director to hire other staff as deemed necessary at the time.

ARTICLE VIII

Conflict of Interest and Compensation

Section 1. PURPOSE: The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. DEFINITIONS: For purposes of this provision, the term "interest" shall include personal interest. Interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the Organization.

Section 3. PROCEDURES: Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

- (a) The interest of such officer or director is fully disclosed to the Board of Directors.
- (b) No interested officer or director may vote or lobby on the matter to be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
- (c) Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interest of the Organization.
- (d) Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- (e) The minutes of meeting at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section 4. PERMITTED ACTIVITIES: No director or officer of the Organization shall be disqualified from holding any office in the Organization by reason of any interest in any concern. A Director or officer of the Organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the Organization or with any entity of which the Organization is an affiliate. No transaction of the Organization shall be voidable by reason of the fact that any director or officer of the Organization has an interest in the concern with which such transaction is entered into, provided the procedure in Section 3 are adhered to.

Section 5. ANNUAL STATEMENTS. Each director, officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

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

ARTICLE IX

Indemnification

Section 1. GENERAL: No member of the Board of Directors may be held personally or individually liable for the acts or obligations of the Board of Directors of the Corporation. To the full extent authorized under the laws of Florida, the Corporation shall indemnify any director, officer, employee, or former director, officer or employee of the Corporation, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, or employee, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed

exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. EXPENSES: Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of a final disposition of such action, suit or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall be ultimately determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. INSURANCE: The Corporation shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X

Books and records

The corporation shall keep complete books and records of accounts and minutes of the proceedings of the Board of Directors.

ARTICLE XI

Amendments

The By-Laws hereby adopted may be altered or changed by a 2/3 vote of the Board of Directors eligible to vote at any regular meeting or special Board Meeting, provided notice of such proposed change is given in writing to each member of the Board at least ten (10) days prior to the meeting at which action herein is taken and where a quorum is present.

ARTICLE XII

Effective Date of the By-Laws

These By-Laws shall become effective upon their adoption at a meeting of the Board of Directors.

The undersigned President and Secretary, respectively, of the Board of Directors of St. Francis Manor of Vero Beach, Florida, Inc., hereby certify that the foregoing By-Laws were fully amended and adopted at a meeting of its members duly called on April 23, 2020.

Dated this _____ day of _____, 2020

President

Secretary

Approved this ____ day of _____, 2020

St. Francis Manor of Vero Beach, Florida, Inc.