

BY-LAWS

ARTICLE 1

PURPOSES

The purposes of Prader-Willi Florida Association, Inc. ("Association") are to support and affect the needs of people with Prader Willi syndrome and their families. This will be accomplished, promoting knowledge, communications, research, medical attention, care, benefits and housing with respect to those afflicted with Prader-Willi Syndrome.

The mission of Prader-Willi Florida Association (PWFA) is to provide support through education, advocacy and research to the Prader-Willi community so individuals and their families may live to their greatest potential.

- a. Prader-Willi Syndrome is a condition or disorder caused by birth defect(s). It commonly results in a degree of Intellectual disability, abnormal weight gain, hypogenitalism, hypotonia (relation to poor muscle control) and abnormal behavior, characterized by insatiable appetite, etc. It is presently a life-long condition.
- b. The Association intends to seek and obtain financial support from public and private sources, governmental (Federal, State and Local) aid, funding and grants. It is expected that fundraising will be the principal source of funding directly for the Association, itself, it is anticipated that programs and activities supported and promoted by the Association will be principally funded by way of these fundraising activities.
- c. The Corporation is organized exclusively for charitable, scientific and educational purposes, set forth in the Articles of Incorporation of the association, consistent with the provisions of Section 501 (c) (3) of the Internal Revenue Code, as amended, and set forth in said Articles of Incorporation.

ARTICLES II

OFFICES

Locations.

- a. The Association shall have and continuously maintain in the State of Florida a registered office and a registered agent whose office is identical with such registered office. The Board of Directors shall appoint a registered agent and shall have authority to change such location and appointment from time to time. The initial registered agent and registered office (address) are: Mrs. Sandy Stone, 6135 Turtle Mound Road, New Smyrna Beach, Volusia County, Florida 32169.

Other Locations.

- b. The Association may also have an office or offices in such other place or places as the affairs of the Association may require and the board of Directors from time to time designate.

ARTICLES III

MEMBERS

SECTION 1. Membership Qualifications.

- a. The Association shall have one or more classes of members, as may be established by the board of Directors. All persons who are members of Prader-Willi Florida Association, Inc. and who timely pay annual dues (as may be prescribed from time to time by the Board of Directors) of the association, shall be members in good-standing.
- b. Dues. After the initial year an annual membership fee is established by the Board of Directors, shall be due and payable on the first day of January each year for the calendar year or a portion thereof. A ninety (90) day grace period shall be allowed for payment of this annual membership fee. After this ninety (90) day period the member will regard as delinquent on his dues. The Board may decide to waive the membership dues for reasons of hardship.

All persons, upon payment of requisite dues to the Association, shall be considered members in good-standing of the Association.

- c. The Board of Directors may, from time to time, establish further classes of membership and may alter, modify or establish Dues or a Dues structure further for existing or subsequent members.

SECTION 2. Rights of Members.

Voting rights shall be vested in the Members, and the affirmative vote of a majority of a quorum of the Members with respect to a question or matter brought before a duly held meeting of the Membership shall be necessary and sufficient to decide such question or matter. The conditions and regulations of Membership, applicable to initial members and new members, and the rights and privileges of the Members, including voting rights, may be modified from time to time by the board of Directors.

SECTION 3. Meetings.

- a. The Members of the Association shall have an annual (and special) meeting (s) at such times and places as the Board of Directors may from time to time establish. The Members may consider and decide any business properly brought before such meeting.
- b. Special meetings of the Membership may be called by or at the request of the President, or in their absence, by the Vice-President, Secretary, Treasurer, or by fifteen percent (15%) of the Members of the Association. Such meeting shall be held at the registered office of the Association or as such place as the Board of Directors may from time to time designate.

SECTION 4. Notice.

Notice of any meeting of the Members shall be given by the President, or in his absence, by the Secretary or Treasurer, at least twenty (20) days prior thereto by written notice delivered personally, sent by mail, email, to each Member at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mails in a sealed envelope so addressed, with postage thereon prepaid. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the Members shall be specified in the notice or waiver of notice of such meeting.

SECTION 5. Quorum and Action.

- a. Twenty-seven percent (27%) of a Membership shall constitute a quorum for the transaction of business at any meeting of the Membership, provided that if less than a quorum of the Membership is present at said meeting a majority of the Members present may adjourn the meeting from time to time without further notice. Except as otherwise provided in these By-Laws, a majority of Members, in attendance, once a quorum has been established, shall have the authority to decide any matter before it, except a proposed amendment of these By-Laws (or Charter) which shall be governed, as hereinafter provided.
- b. In accordance with rules and procedures as may be adopted from time to time by the Board of Directors, Members may participate with respect to the association, its organization at annual or other meeting(s) of the Membership of the Association by mail, email and written ballot or proxy.
- c. In the event the Members fail to elect and designate the Members of the Board of Directors at the annual meeting of the Members of the association (because of lack of a quorum or otherwise), then the Board of Directors shall elect and designate to serve as Directors, until the next annual meeting of the Members of the Association, or until their successors shall have been chosen and qualified, as Directors of the Board of the Association.

SECTION 6. Action Without Meeting.

Any action required to be taken at a meeting of the Membership or any action which may be taken at a meeting of the Membership may be taken without a meeting of the Membership, provided that a consent in writing, setting forth the action so taken, shall be signed in writing or by email vote by all of the Directors of the Association. Such consent shall become a part of the minutes of the Association and shall have the same force and effect as the unanimous vote of the Members.

SECTION 7. Authority.

The Members may authorize, direct or delegate powers, authority, matters, actions to and in favor of the Board of Directors, as may otherwise be provided and allowed by law with or without limitation, restriction or reservation, and subject to these By-Laws. However, all actions and proceedings of the Board of Directors shall be subject to revision or alteration by the Membership; provided, however, that any action which shall have been duly taken, pursuant to such (Board) resolution, action or authorization or in reliance thereon, prior to any such revision or alteration, shall be a remain valid and effective.

ARTICLE IV
BOARD OF DIRECTORS

SECTION 1. General Powers.

The affairs of the Association shall be managed by its Board of Directors, and the Board of Directors shall have all the powers that are now hereafter conferred on such a body under the Florida Not For Profit Association Act of the State of Florida and as set forth herein.

SECTION 2. Number and Qualification.

The number of Directors to serve shall not be less than three (3) nor more than thirty (30), with the exact number to be determined from time to time by the Directors then serving and present at the annual or special meeting of the Board of Directors. There shall be four (4) Directors initially; however, initial and succeeding Boards of Directors shall have the authority to increase the number of Directors from time to

time, and may fill vacancies occurring in the Board of Directors, by electing additional Directors, consistent with these By-Laws. Directors shall be Members of the Association and be residents of the State of Florida. Directors shall be over the age of twenty-one (21) years.

SECTION 3. Election of Directors.

- a. Each Director of the Association shall be elected by the Membership to serve a Director until the next annual meeting of the Association or until his successor is elected and qualified or until his earlier removal from office, resignation or death.
- b. The initial Directors of the Association are:

SANDY STONE 6135 Turtle Mound Road, New Smyrna Beach, FL 32169

PAT ROBERTSON 2883 Conway Road, #174, Orlando, FL 32812

WAUNETA LEHMAN 9090 S. Tropical Trail, Merritt Island, FL 32952

CHRISTY GIBSON 13494 Caribbean Blvd., Fort Myers, FL 33905

SECTION 4. Regular Meetings.

- a. The Board of Directors shall meet regularly at such times and places as the Board of Directors may from time to time establish. The Board of Directors may consider and decide any business brought before such meeting.
- b. Special meetings of the Board of Directors may be called by or at the request of the President, or in his absence, by the Vice-President, Secretary or Treasurer, or by two members of the Board of Directors. Such meetings shall be held at the registered office of the association or a such place as the Board of Directors may from time to time designate.
- c. A representative with Prader Willi Syndrome will represent a committee of 5 as a representative of other members. And will present concerns and topics at Board Meeting.

SECTION 5. Notice.

Notice of any meeting of the Board of Directors shall be given by the President, or in his absence, by the Secretary or Treasurer, at least twenty (20) days prior thereto by written notice delivered personally or sent by mail, telegram, email or fax to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mails in a sealed envelope so addressed, with postage thereon prepaid, (plus two days added thereto). If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice or any meeting. The attendance of a Director at any meeting shall constitute a waiver of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose, of any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, but the business to be transacted and the purpose of such meeting shall be specified for any such special meeting.

SECTION 6. Quorum and Action.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Except as otherwise provided in these By-Laws, a majority of Directors in attendance, once a quorum has been established, shall have the authority to decide any matter before it, except a proposed amendment of these By-Laws (or Charter) which shall be governed, as hereinafter provided. In circumstances where less than a quorum is present it is appropriate for directors to be

allowed to be counted in the quorum if present by telephone conference call. The member on conference call must be capable of hearing and being heard and being included in discussion.

SECTION 7. Vacancies.

A vacancy may occur in the Board of Directors because of the death, resignation, incapacity or removal or increase in number of Directors (s). Each Director may resign at any time, and a Director may be removed, with or without cause, but the affirmative vote of three-fourth of the Directors then serving, or by the Membership, with the affirmative vote of three-fourths of the Members, present and voting, adopting such action. A Director shall be considered to be incapacitated if for any reason shall be unable to carry on the duties of his office and he shall have been declared incapable of service by a three-fourths vote of the Board of Directors shall be filled as provided herein and the new Director so named shall serve out the balance of the term of the Director whose death, resignation, removal or incapacity gave rise to the vacancy.

SECTION 8. Term.

The term of office of all Directors shall be three years. All Directors shall have a term of office of three years, with staggered terms, whereby one-half (or approximately one-half) of the Members of the Board are elected every three years, in accordance with rules and procedures, as may be adopted from time to time by the Board of Directors (or Membership); provided, however whenever there shall be an increase in the number of Directors of the Board, the Board of Directors shall have an initial term of office of one year. Directors may serve for successive terms.

SECTION 9. Action Without Meetings.

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting of the Board of Directors, provided that a consent in writing or by email, setting forth the action so take, shall be signed by all of the directors of the Board. Such consent shall become a part of the minutes of the Association and shall have the same force and effect as the unanimous vote of the Directors.

ARTICLE V

OFFICERS

SECTION 1. Officers.

The officers of the association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors may at any time designate.

SECTION 2. Election, Qualification and Term of Office.

The officers of the Association shall be members of the Board of Directors and shall be elected every three years (from the Board) by majority vote of the Board of Directors present at the Board's annual meeting. Each officer shall hold office at the sufferance of the Directors and may be removed with or without cause, by the affirmative vote of three-fourth of the Directors, then serving in office; unless or until removed, such officer shall hold office until his successor shall have been duly elected or qualified. In the case of death, resignation or removal of an officer, the Directors may appoint a replacement until the next annual meeting. Officers may be elected to succeed themselves. Each officer shall be at least twenty-one (21) years of age.

SECTION 3. Compensation.

The officers shall not receive any stated compensation for their services as officers, but may be reimbursed for expensed incurred on behalf of the Association.

SECTION 4. Duties of Officers.

- a. **President.** The President shall be chief executive officer of the Association. He shall preside at all meeting of the Directors, shall have general and active management of the affairs of the Association, and shall see that all orders and resolutions of the Board are carried into effect.
- b. **Vice President.** The Vice-President shall assume the office, duties and responsibilities of the President, upon the death, incapacity, resignation, removal or permanent absence of the President. The Vice-President shall also perform the duties and responsibilities of the President in the absence of the President and as may be directed by the Board of Directors.
- c. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors, keep records and issue notice of meeting called by any officer or the Directors. He shall have charge of the corporate seal, impress said seal on all contracts of the Association requiring same and attest with his signature.
- d. **Treasurer.** The Treasurer shall be the custodian of all funds, moneys, cash and securities of the Association, and deposit the same in the bank or such depository as may be designated by the Board of Directors, and which shall be Federally insured financial institution, (FDIC) located in Florida. He shall keep a strict account of all receipts and disbursements of the Association and shall submit all books and records for inspection to the other officers and Directors as often as may be required. He shall also prepare and file reports and returns required by all governmental agencies.
- e. In the case of the absence of any officer of the Association, or for any other reason that the Board may deem sufficient his powers or duties of such officer to any other officer or to any employee.

SECTION 5. Vacancies.

Should a vacancy occur in any office of the officers by reason of death, resignation or otherwise the same shall be filled by a Board of Directors at a meeting to be held as soon as practical after such vacancy occurs, upon written notice aforesaid, unless notice has been waived. The officer so elected shall serve for the unexpired term of the officer in whose stead he was elected, or until the election and qualification of his successor has taken place, unless he is removed or replaces as provided by these By-Laws.

SECTION 7. Resignations.

Any officer may resign at any time by giving written notice to the board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the time of delivery of written notice to the Board of Directors, its chairman, or to the President. However, the resignation may designate a later date, and if the effective date is not specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI

EXECUTIVE COMMITTEE

The Board of Directors shall have power to appoint an Executive Committee composed of all officers and such additional persons as the Board of Directors appoint at the annual meeting of the Board of Directors

who shall have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

ARTICLE VII

CONTRACT, CHECKS, DEPOSITS, AND FUNDS

SECTION 1. CONTRACTS.

The Board of Directors may authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Association and such authority may be general or confined to specific instances. No contract executed without appropriate authority as required hereunder shall be binding upon the Association.

SECTION 2. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or offices or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Deposits.

All funds of the Association shall be deposited to the credit of the Association in such bank, banks, or trust companies or other depositories as the Board of Directors may from time to time designate, and shall be limited to federally insured financial institutions, located in Florida.

ARTICLE VIII

NON-PROPRIETORSHIP

No Member, officer, director, trustee or other private person or with respect to this Association shall be entitled to any portion of the net earnings of the Association. Said net earnings shall not contribute to the benefit of any private person and shall be held and used only for the purposes specified in the Articles of Incorporation of this Association. The Association shall have no capital stock.

Form required by IRS

Conflict of Interest Policy for Officers, Directors and Staff Members

No member of the Prader-Willi Florida Association Board of Directors, or Officers, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the Prader-Willi Florida Association. Each individual shall disclose to the Prader-Willi Florida Association any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of the Prader-Willi Florida Association Board of Directors, or Officers, shall refrain from obtaining any list of Prader-Willi Florida Association clients for personal or private solicitation purposes at any time during the term of their affiliation.

In addition to my service for Prader-Willi Florida Association, at this time I am a Board member or an employee of the following organizations:

1. Information needed from each board member and officer.
- 2.
- 3.
- 4.
- 5.

This is to certify that I, except with regard to carrying out my duties as an officer, director or Officers as a member of the Prader-Willi Florida Association or as described below, am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with the which has resulted or could re Prader-Willi Florida Association which has resulted or could result in person benefit to me.
- 2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the . Prader-Willi Florida Association

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Prader-Willi Florida Association.

Signature: _____ Date _____

Printed name: _____ Position _____

ARTICLE IX

BOOKS, RECORDS, AND FISCAL YEAR

The Association shall keep correct and complete books and record of accounts on the basis of a calendar year and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the Association may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

SEAL

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association.

ARTICLE XI

AMENDMENTS TO BY-LAWS

These By-Laws (or Articles of Incorporation or Charter) of the Association may be altered, amended or modified and new By-Laws (or Charter provisions) may be adopted by three-fourths of the Members of the Association present at a duly called and convened meeting of the Members. Notice of intention to alter, amend or modify or to adopt new By-Laws (or Charter provisions) has been given in accordance with these By-Laws, provided such proposed alteration, amendment, modification or provisions has first been duly considered and voted upon by the Board of Directors (at a regular or special meeting of the Board) and the Report of the Board thereon is submitted to the Membership with the Notice of such Membership Meeting.

ARTICLE XII

ROBERTS RULES OF ORDER

“Robert’s Rules of Order” shall be the parliamentary authority for all matter of procedure not specifically covered by these Bylaws.

ARTICLE XIII

INDEMNIFICATION

The Association shall indemnify and hold harmless each director, officer or member of the Association from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore and hereafter been a director, officer or member of the Association, or by reason of any action alleged to have been theretofore or hereafter taken or omitted by him as such director, officer or member and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own gross negligence or willful misconduct

The rights accruing to any person under the foregoing provisions of the Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

The Association may purchase and maintain insurance on behalf of such officers and directors or of any person who is or was Representative against any liability which may be asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the association would have the power to indemnify him or her against such liability under the provisions of this Article or of applicable law.

ARTICLE XIV

DISTRIBUTION OF ASSEST UPON DISSOLUTION

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a Public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court, of the county in which the principal office of the Association is then located, exclusively for such purposes.

ARTICLE XV

GENDER

As used in these By-Laws, the masculine shall include the feminine, and vice-versa.

ARTICLE XVI

CERTIFICATE OF ADOPTION OF BY-LAWS

I do hereby certify that the stated Bylaws of Prader-Willi Florida Association were Amended and approved by the Board on _____ and constitute a complete copy of the By-Laws of the corporation.

Secretary: _____ Date: _____