

ARTICLE VI: POWERS OF THE BOARD OF DIRECTORS

Section 6.01 General Corporate Powers: The Board of Directors shall be subject to the provisions and limitations of the Florida Non-Profit Corporation Laws and any other applicable laws, and are subject to any limitation of the Articles of Incorporation or by-laws regarding actions of the Board of Directors. The Corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the direction of the Board of Directors.

Section 6.02 Specific Powers: Without prejudice to the general powers set forth in Section 5.01 of these By-Laws, but subject to the same limitations, the Board of Directors shall have the power to:

- A. Create and dissolve such committees as the Board of Directors may deem necessary and appropriate to further the goals and objectives of the organization.
- B. Appoint and remove, at the pleasure of the Board of Directors: members to all Corporation's committees, agents and employees, prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these By-Laws, and fix their compensation and require from them security for the faithful performance of their duties.
- C. Change the principal office or the principal business officer from one location to another; conduct its activities within Florida; designate any place within the state for holding any meeting.
- D. Adopt and use a corporate seal.
- E. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's and other evidences of debt and securities.

Section 6.03 Number and Qualifications of Board of Directors:

- A. The Board of Directors shall be comprised of the Executive Committee and the District Representatives. However, in no event shall the Board of Directors be comprised or authorized to act in behalf of the organization when such board is comprised of less than 3 members of the Executive Committee and 3 members of the District Representatives. Each elected officer, the Immediate Past President and a District Representative from each of the following districts shall constitute the Board of Directors:

Region I

District A: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay.

District B: Jackson, Calhoun, Gulf, Gadsden, Liberty, Franklin, Leon, Wakulla, Jefferson.

District C: Taylor, Madison, Hamilton, Suwannee, Lafayette, Dixie, Columbia.

Region II

District A: Nassau, Baker, Duval.

District B: Clay, Putnam, St. Johns, Bradford

District C: Union, Alachua, Gilchrist, Levy, Marion

Region III

District A: Flagler, Volusia, Seminole, Lake.

District B: Orange, Osceola

District C: Brevard, Indian River, St. Lucie, Martin, Okeechobee

Region IV

District A: Citrus, Sumter, Hernando, Pasco

District B: Hardee, Sarasota, DeSoto, Manatee, Highlands

District C: Hillsborough, Polk, Pinellas

District D: Charlotte, Glades, Lee, Hendry, Collier.

Region V

District A: Palm Beach

District B: Broward

District C: Dade, Monroe.

Section 6.04 Vacancies on the Board of Directors:

- A. Events causing vacancies: A vacancy or vacancies on the board shall exist on the occurrence of the following:
1. The death or resignation of any members

1. The declaration by resolution of the board vacancy in the office of a member who has been declared of unsound mind by an order of court, convicted of a crime, or found by final order or judgment of any court to have breached a corporation duty, including the revocation of the member Law Enforcement Certificate or DARE certification.
2. Failure to attend three (3) consecutive meetings of the board. After missing (2) consecutive meetings, the member will be sent a warning letter by certified mail/return receipt, stating the intention of the Board to declare a vacancy. Such member may request a hearing with the Board to explain the absences within the (10) days of being notified of the Board's intentions.

B. Resignations: Except as provided; any member or officer may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a member or officer's resignation is effective at a later time,, the Board may appoint a successor to fill a Board of Directors vacancy only as of the date when the resignation becomes effective. The appointed successor shall hold the appointed office until the resignee's elected term expires.

Section 6.05 Board of Directors' Meetings: The Board shall hold a regular meeting annually for purposes of organization, and transaction of other business. Other regular or special meeting of the Board may be held at such time and place as the Board may set from time to time.

- A. Special meetings of the Board for any purpose may be called at any time by the President or either Vice President. Notice of the time and place of special meeting shall be given to each member by one of the following methods:
 1. By personal delivery of written notice.
 2. By first class mail, postage prepaid
 3. By telephone, either directly to the member or to a person at the member's office who would reasonably be expected to communicate that notice promptly to the member; or
 4. By telefax.
 5. By electronic mail

All such notices shall be giving or sent to the member's address or telephone number as shown on the records of the corporation.

- B. Notices sent by first class mail shall be deposited in the United States mail at least seven days prior to the time set for a special meeting of the Board. Notice given by personal delivery, telephone or telefax shall be delivered at least 72 hours before the set time of the special meeting. The notice shall state the time of the meeting and the place if the place is other than the principle office of the corporation. Notice of a special telephonic (conference) meeting of the Board or Executive Committee shall be given at least 24 hours prior to the meeting,

Section 6.06 Quorum A minimum of 3 Executive committee members and 3 District Representatives present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the members present at a duly held meeting at which a quorum is present, shall be the act of the Board, including, without limitations, those provisions relating to:

- A. approval of contracts or transactions in which a member has direct or indirect material financial interest
- B. approval of certain transaction between corporations having common directorships

- C. creation and appointments to committees of the board, and
- D. Indemnification of members.

A meeting at which a quorum is initially present, may not continue to transact business should any member withdraw causing a quorum to no longer be in place. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 6.07 Action Without a Meeting: Any action that the Board of Directors are required or permitted to take may be taken without a meeting if a majority of all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any member who has a material financial interest in a transaction to which the corporation is a party shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 6.08 Compensation and Reimbursement: Officers may receive such compensation, if any, for their services as officers, and such reimbursement of expenses, as the Board of Directors may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.