

**Amended and Restated**  
**Bylaws**  
**Of the**  
**Collier County Hunger and Homeless Coalition, Inc.**

Adopted the 7<sup>th</sup> day of September, 2004

Amended on November 7, 2006/5.2 Election, Term of Office, and Qualifications

Amended on June 4, 2014. Amended on December 12, 2021/4.3 Election of Directors, Term of Office

**ARTICLE I**  
**Name, Seal, and Offices**

**1.1 Name.** The name of this corporation is Collier County Hunger and Homeless Coalition, Inc. d/b/a Hunger and Homeless Coalition of Collier County, (hereinafter referred to as the "Coalition").

**1.2 Seal.** The seal of the Coalition shall be circular in form and shall bear on its outer edge the words "Collier County Hunger and Homeless Coalition, Inc." and in the center the words and figures "Corporation Not For Profit 2002 Florida." The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

**1.3 Offices.** The registered office of the Coalition shall be at 5251 Golden Gate Parkway, Naples, Florida 34116 or at such other location in the State of Florida as may be designated by the Board of Directors. The Coalition also may have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Coalition may require.

**ARTICLE 2**  
**Guiding Principles**

**2.1 Purpose.** The Coalition is organized exclusively for charitable, religious, 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 of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Coalition may be modified from time to time by the

Board of Directors, provided any modification in purpose shall also be a charitable, religious or educational purpose.

The immediate purposes of the Coalition are as follows: (modified on 3/1/05)

- A. To increase community understanding of the issues faced by the hungry, homeless and those at risk of homelessness, such as affordable housing, transportation, childcare, job training, education and medical/dental care.
- B. To work with community organizations and local government to seek solutions to the problem of the hungry, homeless and those at-risk of homelessness.
- C. To explore funding sources which address the needs of the hungry, homeless and those at-risk of homelessness in Collier County.
- D. To receive and administer funds for the operation of the Coalition.

**2.2 Mission.** The Mission of the Coalition is to facilitate solutions to prevent and end hunger and homelessness by coordinating services in Collier County.

**3. Political Activities.** **The Board of Directors has made an election under Section 501(h) of the Internal Revenue Code.** The board of Directors shall plan, monitor and restrict such activities as provided in Section 501(h) and the accompanying legislative, administrative and judicial interpretations of that statute.

### **ARTICLE 3** **Membership**

**3.1 Membership Organization.** The Coalition shall have such classes of membership as may be established by the Board of Directors from time to time. Membership is voluntary and no rights to participate in management or residual or actual rights to the net assets or earnings of the Coalition shall be created as a result of becoming a member of the Coalition.

**3.2 Authority Over Classes of Membership.** The Board of Directors shall have the sole discretion by a vote of 51% or simple majority of the members of the full committee, to establish or eliminate a class of membership. The Board of Directors shall have the sole authority to modify, expand or eliminate the rights of members of any and all classes of members. Such changes shall be adopted as a modification of the Bylaws.

**3.3 Power of the Board of Directors to Modify Class of Membership or Remove Member From Role of Members.** The Board of Directors or a subcommittee established by it shall monitor and control the records and participation of members. The membership status of members shall be monitored on a basis no less frequently than semi-annually. Members who fail to participate in the required number of meetings, without a sufficient number of mitigating excused absences or satisfy such other membership requirements which may be established, in good faith by the Board of Directors, shall be recommended to the Board of Directors for membership level modification or termination. The Board of Directors shall provide any member whose status is called into question with Notice by regular mail or more rapid means of the proposed change and shall allow the affected member 30 days to respond. Recommendations for modification or termination of membership status shall be considered at the Annual meeting of the Board of Directors. The Board of Directors in its sole discretion may provide any affected member an opportunity to cure any noncompliance, through reasonable means. The decision of the Board of Directors shall be final.

**3.4 Polling of Members.** The Board of Directors, in its sole discretion may poll the members of one or more of its classes in an effort to gain a sense of the thoughts of the members. The result of polls requested by the Board of Directors shall not be binding on the Board of Directors. Members shall have no vested voting rights.

**3.5 Who May be a Member.** Any person (hereinafter defined as defined as individuals, donatives and business trusts, partnerships, limited liabilities entities, corporations or government agency) may become a Coalition member, provided they are not otherwise prohibited from doing so under Florida law or under the organizational or operational documents of the organization. Any person desiring to become a Coalition member must fill out and present an application to the Board of Directors for approval and otherwise agree to meet the requirements of Coalition membership.

#### **ARTICLE 4** **The Board of Directors**

**4.1 Generally.** All power and authority of the Coalition shall be vested exclusively in the Board of Directors, which shall manage and direct the affairs of the Coalition. The members of the Board of Directors shall be referred to as “Director”. The Board of Directors, by general resolution, may delegate to: (i) Committees of its own members; (ii) Committees comprised of Coalition members, Friends of the Coalition, and at least Director; or (iii) to officers of the Coalition, such powers, duties and obligations as it may see fit.

**4.2 Number and Qualification.** The Directors of the Coalition shall be determined and may be increased or decreased from time to time by a simple majority or 51% vote of the full Board of Directors, but in no event shall there be fewer than three (3) Directors or more than eleven (11) voting Directors. When the number of Directors is decreased, each Director in office shall continue to serve until his or her term expires, or until his or her resignation or removal. Directorship should be open to persons or stakeholders whom have a direct or indirect interest in improving the self-sufficiency of the homeless and those at risk of being homeless.

**4.3 Election of Directors; Term of Office.** Individuals representing themselves or their own business need to submit their letter of intent with a signature. The Board of Directors shall approve or disapprove the nomination by majority vote, granted there is a quorum present or simple majority of 51 %, at the time of the meeting.

Board of Directors, not in position of office, may serve an unlimited number of consecutive terms if their participation levels are in compliance with attendance mandates set forth in 4.5 of the bylaws.

**4.4 Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

**4.5 Removal.** Any Director may be removed from office by the affirmative vote of a majority of the members of the Board of Directors, provided that there are more than three (3) Directors in office at the time of the vote to remove. If there are only three Directors, at the time of the vote to remove, new Directors shall be elected and installed prior to the removal of the Director. Any Director who fails to attend two-thirds (2/3rds) of the regularly scheduled Board of

Directors meetings over the course of the Coalition's fiscal year will be subject to removal by the board of Directors.

**4.6 Vacancies.** Except as provided in section 4.5 above, any vacancy in the Board of Directors occurring during any term of office, including a vacancy created by an increase in the number of Directors made by the Board of Directors or the removal of a Director, may be filled as provided in Sections 4.11 and 4.12 hereof. Any Director so elected by the Board of Directors shall hold office until the succeeding annual meeting of the membership and until the election and qualification of his or her successor.

**4.7 Annual Meetings.** The annual meeting of the Board of Directors shall be held each year at the location date and/or time as may be fixed by the Board of Directors, for the purpose of organization, election of officers, and the transaction of other business. Annual meetings of the Board of Directors may be attended by the members of the Coalition.

**4.8 Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such times and place or places as shall be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the board of Directors as he or she sees fit and must be called by the Chairman of the board of Directors upon the written or verbal request of 51% or by simple majority of the members of the Board of Directors. Except otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any Directors' meetings. Regular and special meetings of the Board of Directors may be attended by the members of the Coalition.

**4.9 Notice of Meetings.** Notice of the time, place and purposes of the annual meeting shall be given to each member not less than ten (10) or more than thirty (30) days before the date thereof. Notice of all special meetings of the Board of Directors, except as otherwise provided, shall be given to each member not less than five or more than 30 days before the date thereof. Regular meetings of the Board of Directors, held pursuant to a schedule previously adopted by the Board of Directors and made known to all Board members of the Coalition, may be held without additional notice. Waiver of meeting notice can only be occur if waiver is granted by individual directors entitled to notice as stipulated within this provision.

**4.10 Method of Giving Notice.** Notices shall be deemed given immediately upon personal delivery, five days following the date of mailing or on the date of transmission via telephone electronic facsimile ("fax"), or email.

**4.11 Chairperson.** At all meetings of the Board of Directors, the Chair any Vice-Chair, or in their absence a chairperson chosen by the Directors present, shall preside.

**4.12 Voting by Directors.** In all votes of the Board of Directors, each Director shall be entitled to cast one (1) vote. Any deadlock in the voting shall be resolved by the casting of an additional vote by the Chairman of the meeting.

**4.12.1 Conflict of Interest.** A conflict of interest may exist when the personal, or pecuniary interests or concerns of any director, officer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interest or concerns of the Coalition. Any possible conflict of interest

shall be disclosed to the Board of Directors by the person concerned. When such conflict of interest is relevant to a matter requiring action by the board of directors, the interested person shall call it to the attention of the Board of Directors, and such person shall not discuss or vote on the matter. The minutes of the meeting of the Board shall reflect that the conflict of interest was disclosed and that the interested person did not participate in the final discussion or vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person whose situation has created doubt.

**4.13 Quorum.** A quorum is a majority of directors, comprised of a minimum of 51% or a simple majority of voting members, present at a meeting in person or electronically. If there are two or more voting members representing an individual organization, their vote will equate to one vote, ensuring representation and input from various stakeholders. The act of Directors casting a majority of the votes cast by Directors present at any meeting at which there is a quorum shall be the act of the board of Directors, except as otherwise specifically may be provided by statute, the Articles of Incorporation of the Coalition or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Directors.

**4.14 Electronic Presence at a Meeting.** Any or all Directors may participate in any annual, regular or special meeting of the Board of Directors, by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**4.15 Compensation.** Directors shall not receive any stated salary for their services, but by resolution of the Board a fixed reasonable sum for expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to

Directors rendering unusual or exceptional services to the Coalition special compensation appropriate to the value of such services. Payments to Directors under this Section 4.15, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

## **ARTICLE 5**

### **Officers**

**5.1 Number and Titles.** The officers of the Coalition shall be the Chair, Vice Chair, Secretary, and Treasurer.

**5.2 Election, Term of Office, and Qualifications.** Officers, shall be elected, at the November Board of Directors meeting, and shall take office at the meeting, following the Annual Meeting in December. Officers shall serve terms of one (1) year. Officers may be elected to serve up to (3) consecutive one-year terms with a majority vote by the Board.

**5.3 Vacancies.** In the event that any office of the Coalition shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then

in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

**5.4 Duties.** The duties and responsibilities of the officers of the Coalition shall be set by the board of Directors. The Board of Directors shall set the compensation of such officers, if any. Officers shall be subject to removal by the Board of Directors under procedures set by the Board of Directors.

**5.4.1. A. Chair**

1. The Chair shall serve as the Chief Executive Officer of the Chapter, and shall be the official representative of the Coalition, preside at all meetings of the Coalition, including the Board of Directors and the Executive Committee; submit an annual report to the members of the Coalition; be responsible for bringing the by-laws of the Coalition into conformity to effectively guide the daily operations and perform all other duties that usually pertain to such office.

**B. Vice-Chair**

In the absence or inability of the Chair to discharge the duties of the office, such duties shall be performed by the Vice-Chair.

**C. Secretary**

The Secretary shall keep a correct record of all meetings of the Coalition, the Board, and the Executive Committee; shall distribute copies of the minutes of such meetings of the Coalition, the Board and the Executive Committee; and shall attest to official documents of the Association and be responsible for official records of the Chapter. All meeting minute records will be provided to the Executive Director to maintain accurate record of transpired actions.

**D. Treasurer**

The treasurer shall be responsible for the funds and securities of the Coalition and shall authorize deposit of the funds in such depositories as are approved by the Board. He/She shall authorize disbursement of funds on such approval and signatures as the Board of Directors may determine, shall be responsible to assure maintenance of adequate books of accounts; shall present monthly financial statements of receipts and expenditures; The Treasurer shall supervise, be a member of and be responsible for the Finance Committee.

**ARTICLE 6**  
**Committees**

**6.1 Committees of the Board of Directors.** By resolution duly adopted, the Board of Directors may establish one or more committees of the board of Directors. The committee chair will report in writing, documentation of committee progress and meeting minutes to the Executive Director for record and for any issues requiring immediate action or motion by the

Board. Committee Chairs will report verbally their progress and transpired activities in the monthly general membership meeting to keep members apprised of activities and purpose of committee to solicit increased participation.

To the extent provided by such resolution, such committees shall have and may exercise the authority of the Board of Directors in the management of the Coalition; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Directors, or any Director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation or these Bylaws. Notwithstanding the foregoing, no committee shall have or be permitted to exercise the authority of the Board of Directors with respect to the election or removal of Directors, amendment of the Articles of Incorporation or these Bylaws, the dissolution of the Coalition or the disposition of substantially all of the assets of the Coalition. Any member of any such committee may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the interests of the Coalition would be served best by such removal.

**6.2 Advisory Committees.** Advisory committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such committees shall not be limited to members of the Coalition. Except as otherwise may be provided by resolution, members of such committees shall be selected by appointment of the Chair. Any member of any such committee may be removed by the person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons authorized to appoint such member whenever, in the judgment of such appointing person or persons, the interests of the Coalition would be served best by such removal.

**6.3 Terms of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

**6.4 Chairperson.** One member of each committee shall be designated as chairperson by the person or persons authorized to appoint the members of the committee.

**6.5 Vacancies.** Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any members so elected shall be elected for the un-expired term of his or her predecessor.

**6.6 Rules.** Each committee may adopt such rules and regulations for its meetings and the conduct of its activities, as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 4.13 of these Bylaws, regarding electronic presence at meetings of the Board of Directors, shall be applicable to committees of the Board of Directors.

**6.7 Compensation.** The members of any committee shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed reasonable sum or expenses of attendance, if any, or both may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of a committee rendering unusual or exceptional services to the Coalition

special compensation appropriate to the value of such services. Payments to members of committees under this Section 6.8, if not excessive, shall not be deemed to violate the prohibition set forth in Subsection 12.1 hereof; however, the restrictions set forth in Section 12 hereof shall apply to any determination by the Board of Directors as to the making of such payments.

## **ARTICLE 7**

### **Agents and Representatives**

The Board of Directors may appoint agents and representatives of the Coalition with powers and to perform acts or duties on behalf of the Coalition as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

## **ARTICLE 8**

### **Books, Records, and Reports**

**8.1 Books and Records.** In compliance with Section 617.1601 of Florida Statutes, as amended, or any successor thereto, the Coalition shall keep as permanent records (i) accurate accounting records and (ii) minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors and a record of all actions taken by the members, the Board of Directors or any such committee without a meeting. Additionally, the Coalition shall keep (i) a copy of the Articles of Incorporation and these Bylaws and any amendments thereto, (ii) a list of the names and business street, or home, if there is no business street, addresses of its current Directors and officers, and (iii) its most recent annual report delivered to the Florida Department of State under Section 617.1622 of Florida Statutes. All records of the Coalition described in this Section 8.1 shall be kept in written form or in another form capable of conversion into written form within a reasonable time and shall be made available upon reasonable notice at the Coalition's principal office for inspection by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

**8.2 Annual Reports.** The Coalition properly shall file each year during the period prescribed by Section 617.1622 of Florida Statutes, as amended, or any successor thereto, an annual report that is in full compliance with said statute and any requirements lawfully imposed by the Florida Department of State or the successor thereto. In addition, the Coalition shall file such federal and state income tax or information reporting returns as may be prescribed by law.

## **ARTICLE 9**

### **Contracts, Deposits, Checks and Contributions**

**9.1 Contracts.** Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Coalition, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, employee, agent or representative shall have any power or authority to bind the Coalition by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

**9.2 Deposits.** All funds of the Coalition shall be deposited from time to time to the credit of

the Coalition in such banks, trust companies or other depositories or, pursuant to Article 9 hereof, invested from time to time for and on behalf of the Coalition, as the Board of Directors may elect.

**9.3 Checks, Drafts, Orders for Payment.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issues in the name of the Coalition shall be signed by such officer or officers, agent or agents of the Coalition and in such manner as the Board of Directors from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of both of the President and the Treasurer of the Coalition.

**9.4 Contributions.** The Board of Directors may accept on behalf of the Coalition any contribution, gift, bequest, or devise of any property whatsoever, for the purposes of the Coalition (subject to Section 12).

## **ARTICLE 10**

### **Voting Upon Shares of Other Corporations**

Unless otherwise ordered by the Board of Directors, the Chair shall have full power and authority on behalf of the Coalition to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Coalition may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares that, as the owner, this Coalition might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE 11**

### **Fiscal Year**

The fiscal year of the Coalition shall commence on January 1 of each year and end on December 31.

## **ARTICLE 12**

### **Prohibited Acts**

**12.1 Sharing in Corporate Earnings.** No Director, officer, employee, agent, representative or member of a committee of or person connected with the Coalition, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Coalition, provided that this shall not prevent the payment (subject to Section 12 hereof) to any such person of such reasonable compensation as shall be fixed by the Board of Directors for services rendered to or for the Coalition in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Coalition.

### **12.2 Self-Dealing.**

(a.) No disqualified person (as defined in Subsection 12.2(b) hereof) shall enter into or be interested, directly or indirectly, in any transaction, contract or business relationship

with the Coalition or relating or incidental to operations of the Coalition, nor shall any disqualified person receive from or contribute to the Coalition, directly or indirectly, any goods, services, facilities, compensation, expenses, funds or other property unless such transaction, contract, business relationships, receipt or contribution shall be excluded from the definition of “self-dealing” set forth in Section 4941(d) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

- (b.) For purposes of this Section 12, the term “disqualified person” shall mean any (i) Director, officer or manager of the Coalition, (ii) substantial contributor to the Coalition (as defined in Section 507(d)(2) of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended), (iii) spouse, lineal ancestor, lineal descendant or spouse of a lineal descendant of any person described in item (i) or (ii) of this sentence, (iv) owner of a twenty percent (20%) or greater interest in any substantial contributor to the Coalition, or (v) corporation, partnership or trust or estate in which the persons described in items (i), (ii), (iii), and (iv) of this sentence in the aggregate have greater than a thirty- five percent (35%) voting, ownership or beneficial interest.
- (c.) Any contract, transaction, or act on behalf of the Coalition in a matter in which any one or more Directors or officers is interested personally, if not prohibited by Subsection 12.2 hereof, shall be at arm’s length and not violative of the proscriptions in the Articles of Incorporation against the Coalition’s use or application of its funds for private benefit; no contract, transaction, or act shall be entered into on behalf of the Coalition that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507 thereof; and no contract, transaction or other act described in Section 617.0832 of Florida Statutes, as amended, or any successor thereto, shall be entered into by the Coalition unless such contract, transaction or other act is characterized under said statutes as being not void or voidable. In no event, however, shall any person or other entity dealing with the Directors or officers of the Coalition be obligated to inquire into the authority of the Directors officers to enter into and consummate any contract, transaction, or other action.

## **ARTICLE 13**

### **Investments**

**13.1 Management of Investments.** Funds, securities, and other property of the Coalition may be invested and reinvested under the direct management of the Board of Directors, such officers of the Coalition as may designated by the Board of Directors, or such investment managers and/or brokers as the Board of Directors, in the exercise of its judgment, may engage for such purpose. The board of Directors may authorize any such investment manager or broker engaged by the Board of Directors for such purpose to exercise such discretion as the Board of Directors shall determine, in the exercise of its judgment, to be in the best interests of the Coalition; provided, however, that in all such instances, the Board of Directors clearly and specifically shall instruct such investment manager or broker as the extent and limitations of the discretion so authorized and shall require such investment manager to broker to make regular reports to the Board of

Directors as to its investment policies, transactions on behalf of the Coalition and the results thereof.

**13.2 Permissible Investments.** The Coalition shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments that a Director is or may be permitted by law to make or any similar restriction; provided, however, that (i) no action shall be taken by or on behalf of the Coalition if such action would result in the denial of the tax exemption under any section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation Sections 501 and 507, and (ii) the Coalition shall not hold any investments that constitute excess business holdings, as defined in Section 4943 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended, or that jeopardize or may be deemed to jeopardize the carrying out of any of the Coalition's exempt purposes, as set forth in Section 4944 of the Internal Revenue Code and its Regulations, as they now exist or as they may be amended.

#### **ARTICLE 14** **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, agent or representative of this Coalition shall take any action or carry on any activity by or on behalf of the Coalition not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of such Code and Regulations as they now exist or as they may be amended.

#### **ARTICLE 15** **Indemnification**

Subject to Section 12.2 of these Bylaws, the Coalition shall indemnify and advance expenses on behalf of its Directors and officers to the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and officers arising from their relationships with the Coalition in any and all capacities, provided that no indemnification constitute self-dealing, as defined in Section 4941(d) of the Internal Revenue Code and its regulations, as they now exist or as they may be amended. Subject to Section 12.2 of these Bylaws, by resolution duly adopted, the Board of Directors may authorize the Coalition to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board of Directors may determine, up to and including the fullest extent permitted under Section 617.0831 of Florida Statutes, as amended, or any successor statute.

**ARTICLE 16**  
**Parliamentary Authority**

Robert’s Rules of Order shall be the governing authority for conduct of all meetings of the Board of Directors and all committees, except where inconsistent with law, the Articles of Incorporation, these Bylaws or the rules adopted by any such committee for the conduct of its meeting.

**ARTICLE 17**  
**Amendments**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, only as provided in the Coalition’s Articles of Incorporation.

Originally Adopted by the Collier County Hunger and Homeless Coalition, Inc. on the 26<sup>th</sup> day of February 2002 by Kevin Carmichael, Incorporator for the Coalition. Revised on the 20<sup>th</sup> day of July 2004 by a voting majority of the Board of Directors and implemented officially upon designated date below. (Article 5.2 was amended on 11/7/2006). Revised on June 4, 2014 by a voting majority of the Board of Directors and implemented officially upon designated date below. Revised on October 19, 2021 by a voting majority of the Board of Directors and implemented October 19, 2021.

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Alexander Wertheim

Board Chair

12/13/21

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Michael Butcher

Secretary

12/13/21