

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**FLAGLER HUMANE SOCIETY, INC.**  
**ADOPTED AUGUST 25, 2025**

ARTICLE I

Name and Offices

1.1 Name. The name of this corporation is FLAGLER HUMANE SOCIETY, INC. (hereinafter referred to as the "Corporation").

1.2 Registered and Principal Office. The registered office of the Corporation is located at 1 Shelter Drive, Palm Coast, Florida 32137. The Corporation also may have offices at such other places in the State of Florida as the board of directors from time to time may appoint or the purposes of the Corporation may require.

ARTICLE II

Guiding Principles

2.1 Purpose. The Corporation is organized exclusively for charitable purposes, as an exempt organization 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 mission for which the Corporation is formed is to transform the lives of animals through compassionate care and services, outstanding educational programs, and advocacy for all animals.

2.2 Powers. Except as limited by the Articles of Incorporation or these Bylaws, the Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other applicable law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

## ARTICLE III

### Directors

3.1 Responsibilities of the Board. The directors of the Corporation shall act collectively as the board of directors responsible for the governance of the Corporation. The board will act in furtherance of the mission of the organization and to ensure the fiscal responsibility of the organization.

3.2 Election and Fixed Terms. Directors shall be elected for three-year terms by a simple majority vote of the board. At the annual meeting of the Corporation, a slate of directors and officer nominees shall be made by the executive committee for board vote. Nominations may be made from the floor. Upon leaving the board a board member may, at the discretion of the board president, serve on a standing committee as a non-voting member.

3.3 Number and Qualifications for Directors. The board of directors shall consist of not less than five (5) and not more than nine (9) directors. No person employed by or receiving payment for services from the Corporation may be a director. The directors will be bound by the standards and requirements established in the Board of Directors Handbook.

3.4 General Powers. The board of directors of the Corporation shall generally oversee the policies of the corporation through the support and supervision of the executive director.

3.5 Regular Meetings. The board of directors shall meet at least ten (10) times each year, or as determined by the president, for governance purposes, in person or by electronic means.

3.6 Annual Meeting. The annual meeting of the board of directors shall be held each year in October, at such a place as the board of directors may determine, for the purpose of electing directors and officers of the Corporation, reviewing the prior year's performance, and transacting such other business as may be properly brought before the board.

3.7 Special Meetings. A special meeting of the board of directors may be called by the board president or may be called by a simple majority of directors by written demand.

3.8 Notice of Meetings. No separate notice of a regularly scheduled board meeting is required. No advance notice is required prior to any executive committee meeting. Three (3) days advance notice is required of any special board meeting called for any purpose. Notice of meetings may be delivered via email, postal mail, orally or by other agreed-upon methods.

3.9 Quorum and Rules of Order. A simple majority of directors shall constitute a quorum for the conduct of business. Once a quorum is established, business may continue to be conducted if the quorum is subsequently lost. Directors present by electronic means may be counted in the establishment of a quorum. The rules of common courtesy shall apply in the conduct of all board and committee meetings. No rules of order or parliamentary process are mandated, although the conduct of board meetings will generally be in accordance with Robert's Rules of Order.

3.10 Voting. At all meetings of the board of directors, each director shall have one (1) vote. A director may vote in person or by proxy. Votes may be cast in person or electronically (via facsimile or email containing sufficient identifying information of the voting director to constitute an electronic signature). Proxy votes require a written declaration which includes: the name of the director, the name of the proxy, the specific resolution to be voted upon, the date of the meeting that the vote will be taken, the director's vote on that resolution and the signature (written or electronic) of the director represented by proxy. No "general proxy" powers may be granted to any director.

3.11 Manner of Acting. The act of the majority of the directors in person, by electronic means, or by proxy at a meeting at which a quorum is present, or by written ballot, shall be the act of the board of directors.

3.12 Vacancies. Any vacancy from the board may be filled according to the procedures established for recruiting, nominating, and electing a new board member.

3.13 Removal of Directors. Any director may be removed with reason by a majority vote of the directors. Any director who misses three consecutive regular meetings, without excuse, is deemed to have automatically resigned from the board and may only be reinstated by a two thirds (2/3) vote.

3.14 Directors as Non-Financially Interested Parties. Members of the board of directors may not receive compensation for service, dividends, favors, assets (in-kind or monetary) or other financial payments or interest from corporate activities or upon corporate dissolution per IRS regulation.

3.15 Diversity of Directors. The board of directors shall be a diverse governing body made up of independent individuals. The majority of board members should not be related by blood or marriage.

3.16 Conflict of Interest. The Corporation strives to maintain the highest ethical standards in all policies, procedures and programs and to avoid conflicts of interest. A conflict of interest exists when a board director or employee has a personal, professional or financial interest that may influence him or her when deciding on a matter coming before the board of directors. Whenever a board director or executive director has a conflict of interest or a perceived conflict of interest with the Corporation,

he or she shall notify the members of the executive committee in writing as soon as possible. When a conflict of interest is relevant to a matter that requires action by the board, or board committee, the affected person shall a.) advise the board executive committee members of the conflict of interest, b.) fully disclose the nature of the conflict of interest and c.) withdraw from discussion, lobbying and voting on the matter by leaving the meeting room. Any transaction or vote involving a potential conflict of interest between a director and the Corporation shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure and abstention, and the rationale for approval.

3.17 Loyalty. The duty of loyalty requires each director to exercise their power in the interest of the organization and not in their own interest or in the interest of another entity, particularly one in which they have a formal relationship.

3.18 Confidentiality. Each director shall be supportive of the Corporation's purpose as set forth in Section 2.1 of these bylaws and shall maintain in strict confidence information learned during the performance of their duties.

3.19 Compensation. Directors shall not receive any salary or other compensation for their services.

3.20 Honorary Board Member/Advisory Board Member. An honorary member of the board of directors, in recognition of outstanding service to the Corporation, may be appointed upon recommendation of the president to the board of directors and with subsequent ratification thereof. This is a non-voting appointment. An advisory member of the board may be selected by the board to share their knowledge and expertise in related fields and assist the board in making informed decisions. This is a non-voting appointment.

## ARTICLE IV

### Officers

4.1 Officers. The officers of the corporation shall be the board president, vice president, secretary and treasurer.

4.2 Term of Office. Each officer shall hold office for one (1) year and until such officer's successor is duly elected and qualified. In the event of a vacancy occurring in any office on the board, the president, with approval of the board, shall appoint another board member to carry out the unexpired term.

4.3 Role of the Board President. The board president shall preside at all regular and special board meetings, have the powers and authority designated in these bylaws, and be the chief volunteer officer of the corporation. He or she shall establish standing committees or ad hoc committees as necessary to review activities in specific areas and shall be an ex-officio member of all committees.

4.4 Role of the Vice President. The vice president shall have such powers as the board of directors may determine and shall perform such other duties as may be assigned to him or her by the board of directors. The vice president shall preside at all regular and special board meetings in the absence of the president and shall assume the office of the president if the president resigns or is removed from the office.

4.5 Role of the Secretary. The secretary shall prepare the minutes of all regular and special meetings of the board of directors and shall keep the minutes in appropriate permanent books or electronic files of record. This is not the job of employees paid by the Corporation. He or she shall be responsible for all correspondence from the board of directors of the Corporation. He or she shall perform all duties incident to the office of secretary, subject to the control of the board of directors, and shall perform such other duties as may be assigned to him or her by the board of directors.

4.6 Role of the Treasurer. The treasurer shall keep or cause to be kept the financial records of the corporation. The treasurer shall make reports on the financial status of the Corporation to the president and to the board of directors at all meetings of the board of directors. He or she shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the board of directors. The treasurer shall serve as chair of the Budget and Finance Committee.

4.7 Other Officers. Other officers may be appointed from time to time by a simple majority vote of directors, without amendment of these bylaws.

4.8 Compensation. No officer shall receive compensation for services rendered to or on behalf of the Corporation.

## ARTICLE V

### Committees

5.1 Standing Committees. Standing committees may include but are not limited to the Executive Committee, Budget and Finance Committee, Development Committee and Property Management Committee. Standing committees will communicate their actions in the form of a meeting summary to the board chair and executive director within a reasonable time of the meeting in which the actions were taken.

5.2 Executive Committee. The executive committee of the board of directors shall be composed of the officers of the board. The board president shall serve as chair of the executive committee. The executive committee is empowered by these bylaws to act in the absence of the board on all matters of policy determination except amendments to the bylaws. Executive committee actions will be communicated in the form of a comprehensive report written to all directors within a reasonable time following the action taken and the actions are subject to recall and reconsideration at the next regular or special board meeting by a majority vote of the directors. The executive committee will act as the board nominating committee unless these functions are delegated to a standing or ad-hoc committee.

5.3 Budget and Finance Committee. The charge to the members of the budget and finance committee is to support staff in the development, management and evaluation of the Corporation's bank accounts, investments, accounting procedures, and overall fiscal health. The chair and members of the budget and finance committee will work in collaboration with the executive director to achieve the following:

- a.) preparation and submission of a comprehensive, line item, budget for board approval 30 days prior to the beginning of the fiscal year,
- b.) preparation and review of monthly financial reports describing actual expenditures related to budget projections,
- c.) presentation of finance reports at regular board and executive committee meetings,
- d.) monitoring the financial practices of the organization to ensure that generally accepted accounting practices are used and
- e.) selection of an outside auditor whenever one is required.

5.4 Development Committee. The charge to members of the development committee is to support staff in the planning, management, execution and evaluation of fundraising activities to support annual operating budgets, capital improvement budgets and reserve budgets. Duties may include a.) active recruitment of volunteers, b.) identifying and cultivating prospective donors and sponsors, c.) developing and executing an effective online funds development site, d.) planning and executing compelling donor communications, e.) identifying and applying for grants, f.) planning, organizing and carrying out fundraising events, and g.) supporting the preparation of annual fundraising budgets and monitoring funds received and expended against the budget.

5.5 Property Management Committee. The charge to the Property Management Committee is to assist the board in fulfilling its oversight responsibilities related to capital projects, building maintenance and repairs, and landscape and grounds

maintenance and repairs. The committee shall meet at least quarterly or more frequently as necessary to prioritize maintenance/repairs and replacements, solicit and review bids, oversee work completed on projects and recommend an annual capital improvement budget.

5.6 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.

5.7 Chairperson and Members. The chairperson of each committee shall be a member of the board of directors. Committee chairpersons shall be responsible for keeping complete committee records and report monthly on activity to the board of directors. Chairpersons shall ensure copies of reports are also provided to the Corporation's administrative staff for record keeping. Committee members shall include volunteers committed to the mission of the Corporation and to the responsibilities of the committee.

5.8 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 3.11 of these bylaws, regarding electronic presence at meetings of the board of directors, shall be applicable to the committees of the board of directors.

## ARTICLE VI

### Executive Director

6.1 Powers and Authority. The board of directors shall appoint an executive director who shall hold office at the pleasure of the board. The executive director shall be the chief executive officer of the Corporation and shall have full and exclusive authority to hire, fire and supervise all support staff, consultants, vendors, and agents consistent with written policies that the board may from time-to-time approve. The executive director shall make expenditures and disburse funds consistent with the board-approved budget, and represent the Corporation to the media, public, and government entities within the context of board approved policies and procedures, if any, which might apply.

6.2 Evaluation of the Executive Director. The evaluation of the executive director shall be conducted annually at the conclusion of the fiscal year by the board president and vice president. The president and vice president will each complete a written evaluation of the executive director in a format agreed upon by the two officers. In consultation with the executive director, the president and vice president shall prepare

specific, measurable, attainable, relevant and time-bound goals for the executive director to achieve during the upcoming year. The evaluations and annual goals will be reviewed with the executive director in a meeting of the three. Written evaluations of the executive director and annual goals will be available to the board members upon request.

## ARTICLE VII

### Contracts, Loans, Checks, Deposits and Financial Review

7.1 Contract Authorization. The board of directors by majority vote may authorize by specific resolution the executive director to enter a contract or execute/deliver any instrument in the name of and on behalf of the Corporation.

7.2 Loans. The board of directors by majority vote may authorize by specific resolution, the executive director to borrow funds.

7.3 Checks, Drafts, Etc. The executive director is authorized by the board of directors to execute checks for the payment of goods and services received that have been previously authorized by the board of directors in the current year approved budget. Individual expenditures that exceed the approved budget amount by 25% or more require the approval of the board of directors.

7.4 Deposits. Charitable and earned income received as part of the business of the Corporation shall be deposited into a corporate bank account on the day received. All funds of the Corporation not otherwise employed according to the board approved annual budget shall be deposited and managed in compliance with the board approved Investment Policy.

7.5 Annual Financial Review. The Corporation financial statements shall be reviewed annually by an independent certified public accountant in accordance with Chapter 496.407 of the Florida Statutes.

## ARTICLE VIII

### Fiscal Year

8.1 The fiscal year of the Corporation will begin on October 1<sup>st</sup> and end on September 30<sup>th</sup>.



## ARTICLE IX

### Amendments

9.1 These bylaws may only be amended by a two-third (2/3) vote of the directors with any proposed amendment communicated in writing or by electronic means to the directors not less than ten (10) days prior to the meeting. Amendments to the bylaws may be repealed by a two-third (2/3) vote of the directors with any proposed repeal communicated in writing or by electronic means to the directors no less than ten (10) days prior to the meeting.

## ARTICLE X

### Books, Records and Reports

10.1 Books and Records. In compliance with Section 617.1601, Florida Statutes, as amended, or any successor thereto, the Corporation 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 board of directors or any such committee. Additionally, the Corporation shall keep a copy of the Articles of Incorporation and these bylaws and any amendments thereto, a list of the names and business or home address of its current directors and officers, and its most recent annual report delivered to the Florida Department of State under Section 617.1622, Florida Statutes. All records of the Corporation described in this Section 10.1 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 Corporation's principal office for inspection by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

10.2 Annual Reports. The Corporation shall file an annual report each year as required by the Florida Department of State or the successor thereto. In addition, the Corporation shall file Form 990 and other reports that may be required by the federal Internal Revenue Service annually, as may be prescribed by law.

## ARTICLE XI

### Indemnification

11.1 Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including,

without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted on or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### CERTIFICATE OF SECRETARY

The undersigned corporate secretary of the Flagler Humane Society, Inc., hereby certifies that the forgoing bylaws, and amendments thereto, were duly adopted by the board of directors on August 25, 2025.

Laurie Haag

*Signature of Secretary*