

THIRD AMENDED AND RESTATED BYLAWS OF
ORANGE COUNTY BAR ASSOCIATION FOUNDATION, INC.

ARTICLE I
INCORPORATION

Section 1. Powers.

The Orange County Bar Association Foundation, Inc. (the "Foundation"), a/k/a OCBA Foundation, Inc., formerly known as The Orange County Bar Association Educational Fund, Inc., is a corporation not-for profit operating under Chapter 617 of the Florida Statutes. The Corporation shall possess the powers, rights, duties, and principles granted in its Articles of Incorporation (as amended), by law, and pursuant to these Bylaws. These Bylaws shall govern the Corporation to the extent not inconsistent with the Articles of Incorporation.

Section 2. Mission Statement.

The purpose of the Foundation is charitable. The Foundation's mission is to raise awareness, understanding, appreciation, and respect for the law by educating the public about the legal system, including the role of lawyers, the role of courts, and the rule of law including, but not limited to, constitutional, statutory, substantive, procedural, and administrative law.

ARTICLE II

MEMBERS

As permitted by Section 617.0601(1)(a) of the Florida Statutes, the corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number.

The Board of Directors shall be comprised of the President, the Vice President, the Treasurer, and not less than six (6) nor more than sixteen (16) at-large Directors appointed in accordance with Section 4 of this Article III. The Secretary, who shall be elected from among the at-large Directors, shall also be a member of the Board of Directors.

Section 2. Qualifications.

The members of the Board of Directors shall be members of the Orange County Bar Association, Inc. a/k/a OCBA (the "Association"); provided, however, that one director per class need not be a member of the Association.

Section 3. Classes of At-Large Directors. There shall be three classes of at-large Directors, to be known as Class I, Class II and Class III, with one third or thirty-three and one third percent (33 1/3%) of the at-large Directors in each class. The initial term of office for Class I Directors shall expire at midnight on May 31, 1995; the initial term of Class II Directors shall expire at midnight on May 31, 1996, and the initial term of Class III Directors shall expire at midnight on May 31, 1997. After the expiration of the' initial term of each class, the successors in each class shall be appointed for three (3) year terms, so that one-third of the number of at large Directors shall be appointed annually. An at-large Director may serve no more than nine (9) consecutive years or three (3) complete three (3) year terms of office, whichever is greater, without a break in service on the Board for a period of twenty-four (24) consecutive months.

Section 4. Appointments. All new appointments or reappointments of at-large Directors shall be made by the president elect of the Association during April or May of each year. All directors shall be installed as of June 1 of each year. Interim appointments and appointments increasing the number of at-large directors, as well as appointments to one or more classes, may be made at any time by the current President of the Association. In making appointments to the Board of Directors, due consideration shall be given to the appointment of members of the Board of Directors of the Young Lawyers Section of the Association, to the appointment of the immediate past president of the Association, and

to the appointment of non members having significant relationships within the Central Florida Community and who are perceived as significant assets to the Board of Directors.

Section 5. Duties of the Board. The Board of Directors shall oversee the management and administration of the affairs of the Corporation. The Board of Directors shall have the power and duty to administer the Corporation, including the power to employ necessary personnel. The Board of Directors shall determine all policies and all fiscal matters, shall direct the manner in which all funds of the Corporation are disbursed and the purposes therefor, and shall adopt a budget for each fiscal year. The Board of Directors shall adopt such directives and such policies as are necessary for the administration of the Corporation and for accomplishing the objectives and purposes of the Corporation. The Board of Directors shall have full power to exercise and delegate such functions as may be necessary, expedient, or incidental to the full exercise of the powers bestowed on the Board of Directors by Chapter 617 of the Florida Statutes, the Articles of Incorporation and these Bylaws, including the establishment, maintenance, and supervision of various programs for the benefit of the Corporation and the community.

Section 6. Quorum. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors. After a quorum has been established at a meeting, the subsequent withdrawal of a Director, so as to reduce the number of Directors entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjustment thereof.

Section 7. Meetings. Regular meetings of the Board of Directors shall generally be held (but are not required to be held) once each month at a time and place selected by the President. The President or his or her designee shall provide at least two (2) days notice of any special meeting of the Board, which notice may be in writing, by publication in The Briefs, or by telephone call to its members. The order of business and agenda for any meeting shall be established by the President. Special meetings may be called by the President or by any three (3) members of the Board upon submission of a written notice to the Secretary stating the time, place, and purpose of the meeting. No business other than matters relating to the purpose for which the meeting was called shall be conducted except by a vote of two-thirds of the persons in attendance. Quorum requirements shall apply to special meetings.

Section 8. Vacancies. Vacancies occurring in the Board of Directors, regard less of class, shall be filled by appointment: by the current President of the Association.

Section 9. Removal. of Directors, Officers, and/or Employees. Any Director, officer, and/or employee may be removed by the Board of Directors with or without cause whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby, by a two thirds vote of the Board of Directors. Failure to attend three (3) consecutive meetings without a valid excuse shall constitute cause for the removal of a Director.

Section 10. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 11. Annual Reports. The President and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year, at the first or second meeting of. the year of the Board of Directors and at the first or second meeting of the year of the Executive Council of the Association.

Section 12. Compensation. No compensation shall be paid to Directors for services performed by them for the Corporation in any capacity.

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Section 13. Action Without a Meeting. Any action required by law to be taken at a meeting of the Directors of the Corporation, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, is given by a majority of all of the Directors and is filed in the Minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Term. All officers shall serve a one (1) year term and may succeed themselves one time in any position, except the Treasurer. All terms of office shall commence on June 1.

Section 3. Appointments.

A President. The President of the Corporation, who shall assume office on June 1, shall be appointed by the President-Elect of the Association if prior to June 1 of the current bar year, or by the current President of the Association if after June 1 of the current bar year, or by the current President of the Association if after June 1 of the current bar year. If a vacancy occurs in the office of the President of the Corporation, the current President of the Association shall appoint a successor. The President-Elect of the Association may appoint himself or herself President of the Corporation.

B. Vice President. The Vice President of the Corporation may be the current President-elect, President, immediate past president or any other member of the Association.

C. Treasurer. The Treasurer of the Corporation shall be the current treasurer of the Association.

D. Secretary. The Board of Directors, at its initial meeting each fiscal year, shall elect from members of the Board a Secretary.

E. Power to Elect Certain Officers. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the Corporation, except for the offices of Secretary, Treasurer, Vice President, and President. The Board shall have the power to fill any vacancy in the office of Secretary occurring for any reason

whatsoever.

Section 4. Duties of Officers.

The duties of the officers of the Corporation shall be as follows:

- A. President. The President shall be the chief executive officer of the Corporation, shall preside over meetings of the Corporation, and shall perform the duties delegated by the Bylaws, by the Association, or by the Board of Directors. The President shall appoint all committees. As chief executive of the Corporation, he or she shall be vested with the power necessary, expedient and incidental to fully exercise the powers bestowed on the President by the Articles of Incorporation, Bylaws, or the Board of Directors. The President shall be the official spokesperson for the Corporation and it shall be the duty of the President to provide leadership in accomplishing the aims and purposes of the Corporation.
- B. Vice President. The Vice President shall perform the duties of the President in the absence or inability to act of the President, and shall perform such other duties as may be delegated by the Bylaws or the Board of Directors. It shall be the duty of the Vice President to render assistance to and cooperate with the President and to provide the fullest measure of counsel and advice to the President.
- C. Secretary. The Secretary shall have charge of all records of the Corporation, except the financial records, shall attend the meetings of the Corporation and of the Board of Directors and shall make a record of said proceedings, and perform

such other duties as provided for in these Bylaws or as delegated by the Board of Directors.

- D. Treasurer. The Treasurer shall have charge of the financial affairs of the Corporation, subject to the control of the Board of Directors. The Treasurer shall collect and hold all monies due the Corporation. The Treasurer shall make financial reports to the Board of Directors at each Board meeting. The Treasurer shall prepare an annual budget for approval by the Board of Directors, unless the Board has created a budget committee, which shall assume the duties of the Treasurer for the budget.

Section 5. Executive Director.

If elected by the Board, the Executive Director shall handle all correspondence and shall supervise, coordinate and otherwise manage the daily affairs of the Corporation, cooperating with the other Officers and the Chairmen of various committees. He or she shall keep the President and the Board of Directors fully informed of his or her activities reporting to the Board at its regular and special meetings. The Executive Director shall attend all regular and special meetings of both the members and Directors unless excused by the President. He or she shall assist the Secretary in the preparation of material for presentation at the meetings of the Board of Directors and general meetings, assist the Treasurer in preparing the budget and managing the Corporation's finances and perform such other duties as from time to time may be assigned to him by the President or by the

Board of Directors. The Executive Director shall not be a member of the Corporation or a member of the Board of Directors during his or her term of office, but shall be a member of the Executive Committee.

Section 6. Executive Committee.

The Board of Directors may create or dissolve, at its pleasure, an Executive Committee. If established, the Executive Committee shall be comprised of the officers and the Executive Director of the Corporation. Unless otherwise limited by these Bylaws or the Articles of Incorporation, the Executive Committee shall have full power and authority to exercise functions of the Board of Directors:

- (a) to the extent authorized by the Board of Directors on any specific matter;
- and
- (b) on any other matter that necessarily must be determined between meetings of the Board of Directors.

The Executive Committee shall notify the Board of Directors at the next regular meeting of all actions taken by the Executive Committee during the interim between the meetings of the Board of Directors. Unless modified by the Board of Directors, actions of the Executive Committee shall be final.

Section 7. Compensation.

Elected Officers shall serve without compensation for services rendered to the Corporation, but Officers shall be reimbursed for reasonable pre authorized expenses incurred in the performance of their duties and responsibilities. The Executive Director may be compensated at the discretion of the Board of Directors.

Section 8. Vacancies. -

Any vacancies in any office other than the office of the President shall be filled for the unexpired term by the majority vote of the Directors during any regular or special Directors' meeting.

ARTICLE V

FISCAL YEAR

The fiscal year of the Corporation shall be from June 1 of each year through May 31 of the following year.

ARTICLE VI

COMMITTEES

Section I. Establishing Committees.

The Board of Directors may create and abolish such standing and special committees from time to time as is necessary and proper to aid in carrying out the affairs of the Corporation and its objectives.

Section 2. Appointment of Committees.

The President, promptly after the creation of a new standing or ad hoc committee or promptly after assuming office on June 1 for existing committees, shall appoint members and chairpersons to all committees and said chairpersons shall continue until their successors are appointed. In order to provide continuity and incentive for advancement, the President shall give consideration in the selection of committee chairs to vice chairpersons and members of the committee who have served on the committee in prior years. Committee chairpersons shall be regular members of the Association.

Section 3. Duties and Responsibilities.

It is the duty of each committee, as integral parts of the Corporation, to work in cooperation with the Board of Directors and other committees toward the accomplishment of the aims and purposes of the Corporation. All committees shall function pursuant to these Bylaws and the directors promulgated from time to time by the Board of Directors. The Board of Directors, from time to time, shall specify the duties and responsibilities of the various committees and require such periodic reports to the Board of Directors and Corporation as are necessary. Minutes of the proceedings of each committee shall be kept and copies thereof promptly forwarded to the President. An annual written report shall be submitted by each committee to the President prior to May

l each year.

Section 4. Committee Finances.

No committee shall incur any debt payable by the Corporation without prior approval of the Board of Directors. Each committee shall file with the Treasurer a detailed statement setting forth any funds needed or required in connection with the work of such committee during the ensuing administrative year or for any special project for consideration by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 1.

The Corporation shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation) by reason of the fact that he or she is or was a member of the Board of Directors, Executive Director, officer, employee, trustee, committee member, or agent of the Corporation or is or was serving at the request of the Corporation as. a member of the Board of Directors, Executive Director , officer, employee, trustee, committee member , or agent of another corporation, partnership, joint venture or trust, against liability or loss incurred in connection with such proceeding, including any appeal there of, if he or she acted in good

faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2.

The Corporation shall have power to indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a member of the Board of Directors, Executive Director, officer, employee, trustee, committee member, or agent of the Corporation or is or was serving at the request of the Corporation as a member of the Board of Directors, Executive Director, officer, employee, trustee, committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding,

including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in', or not opposed to! the best interests of the Corporation, except that no indemnification shall be made under this section in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable, unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3.

To the extent that a member of the Board of Directors, Executive Director, officer, employee trustee, committee member, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in Section I or Section 2, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

Section 4.

Any indemnification under Section 1 or Section 2, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of a member of the Board of Directors, Executive Director, officer, employee, trustee, committee member, or agent of the Corporation is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Section 1 or Section 2. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of members who were not parties to such proceeding;
- (b) if such quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which members who are parties may participate) consisting solely of two or more members not at the time parties to the proceeding; or
- (c) by independent legal counsel:
 - (i) selected by the Board of Directors prescribed in paragraph (a) or the committee prescribed in paragraph (b), or
 - (ii) if a quorum of the members of the Board of Directors cannot be obtained for paragraph (a) and a committee cannot be designated under paragraph (b), selected by majority vote of the entire Board of Directors (in which members who are parties may participate).

Section 5.

Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified in paragraph (c) of Section 4 shall evaluate the reasonableness of expenses and may authorize indemnification.

Section 6.

Expenses incurred by any person entitled to indemnification under Section in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this section.

Section 7.

Indemnification or advancement of expenses shall not be made to or on behalf of a member of the Board of Directors, Executive Director, officer, employee, trustee, committee member, or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) a violation of the criminal law, unless the member of the Board of Directors, Executive Director, officer, employee, trustee, committee member, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) a transaction from which the member of the Board of Directors, Executive Director, officer, employee, trustee, committee member , or agent derived an improper personal benefit; or
- (c) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

Section 8.

Indemnification and advancement of expenses as provided in this Article shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a member of the Board of Directors, Executive Director , officer, employee , trustee, committee member , or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

Section 9. For purposes of this Article :

- (a) the term "expenses" includes counsel fees, including those for appeal;
- (b) the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding;
- (c) the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal;
- (d) the term "agent" includes a volunteer;
- (e) the term "serving at the request of the Corporation" includes any services as a member of the Board of Directors , Executive Director, officer, employee, trustee , committee member , or agent of the Corporation that impose duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries; and
- (f) the term "not opposed to the best interests of the Corporation" describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interests of the Corporation.

Section 10.

The Corporation shall have the power, but not the duty, to purchase and maintain insurance on behalf of any person who is or was entitled to indemnification under Section 1, against any liability 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 Corporation would have the power to indemnify him or her against such liability under the provisions of these Bylaws. It shall be a duty of the Secretary to obtain and present at the September meeting of the Board of Directors each year quotes for directors and officers liability insurance.

Section 11.

Section 617.0831 of the Florida Statutes (1995) and any amendment or similar provision of a subsequent Corporations Act shall apply to rights of indemnity except where these provisions are controlling.

ARTICLE VIII

PROPERTIES OF CORPORATION

Section I. Properties of Corporation.

No person (regardless of status or category) shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such property or assets be distributed to any person (regardless of status

or category) on the dissolution or winding-up thereof.

Section 2. Liability.

No Director, officer or Executive Director (regardless of status or category) shall have any personal liability for any debt or obligation of the Corporation unless otherwise agreed in writing by such Director.

Section 3. Improper Use of Corporation.

No person (regardless of status or category) shall use, or attempt to use, the Corporation for personal financial gain or any purpose other than those stated in the Articles of Incorporation and shall avoid even the appearance of same.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section I. Authority to Bind.

The President is authorized and the Board of Directors may authorize any other Officer, Officers, the Executive Director, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Signatures.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officers, the Executive Director, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President designated by the Board of Directors.

Section 3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X

RULES OF ORDER

The current edition of "Roberts' Rules of Order" shall be the rules which govern the conduct of all meetings of the Corporation, its Board of Directors, its sections and its committees.

ARTICLE XI
AMENDMENT OF BYLAWS

Any proposal to change these Bylaws shall be provided in writing and distributed to all members of the Board of Directors at least one (1) week prior to the meeting of the Board of Directors at which the amendments are to be considered. Any proposal to amend the Bylaws must pass by a majority vote of the Directors present at the meeting .

ARTICLE XII
EFFECTIVE DATE

These Third Amended and Restated Bylaws shall be effective on the date of adoption by the Corporation.

September 12, 2019

THESE THIRD AMENDED AND RESTATED BYLAWS WERE ADOPTED BY THE CORPORATION ON September 12, 2019.

ORANGE COUNTY BAR ASSOCIATION FOUNDATION, INC.

By: Andrew Camacho
Secretary

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