

**BYLAWS OF
INCLUSION REVOLUTION, INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be Inclusion Revolution, Inc. (the "Corporation"). The corporation's principal place of business shall be located in Sarasota County at 111 South Pineapple Ave., #601, Sarasota, Florida.

**ARTICLE II
OBJECTIVE**

Inclusion Revolution, Inc. shall be a not-for-profit, charitable corporation under the Florida Not for Profit Corporation Act and a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, including the specific purposes set forth in the Corporation's Articles of incorporation.

To carry out this purpose, the corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the charitable, religious educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III
MISSION**

The mission of the Corporation is to provide secure, successful jobs for individuals with intellectual and developmental disabilities and spread our goal of inclusion for all.

Goals of the Corporation include:

- (1) to open businesses that are staffed by adults with intellectual and developmental disabilities;
- (2) to provide skills training and secure jobs to help these individuals form friendships; live independently; improve self-advocacy and communication skills; and feel valued by society;
- (3) to promote and foster the common good and general welfare of the people of this state through bringing about civic betterments and social improvements;
- (4) to promote and foster charitable, educational or scientific activity for having purposes consonant with those of the Corporation;
- (6) to accept, hold, invest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use or donate the income or principal, and to devote the same to, the above purposes of the Corporation; and
- (7) to solicit and receive funds for accomplishing the above mission and goals.

**ARTICLE IV
NOMINATIONS OF DIRECTORS**

The Secretary shall take nominations from the Board of Directors at any general meeting for all vacancies on the Board of Directors, or at such other time as the Board of Directors may elect. Each nomination requires a second, and the nominee must accept or decline nomination at the time or in writing to the Secretary within seven (7) days following the meeting in which the nominee was nominated.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Number and Qualification

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the discretion of, the Board of Directors. The number of Directors to serve on the Board of Directors may be amended by a duly adopted resolution of the Board of Directors; however, this number shall consist of not less than three (3) persons and not more than twenty (20) persons who have demonstrated an interest in and concern for, as well as an ability to decide and address issues impacting upon the Corporation's purposes, objectives and activities. The initial Board of Directors shall consist of six (6) persons. The Directors shall have the sole voting power. No person shall be denied membership on the Board of Directors by virtue of national origin, sex, religious affiliation, race, creed, color, sexual orientation, disability, or profession.

Section 2. Election and Vacancies

- (a) Election of Board members may occur at any general Board of Director meeting but not less than on an annual basis as determined by the Board of Directors. Directors are appointed by the affirmative vote of a majority of the remaining Directors.
- (b) Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors, resignation, expiration of a regular term of office, or for any reason whatsoever, may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall hold office only for the unexpired term of his or her predecessor. If a vacancy on the Board will occur at a specific future date, it may be filled in advance, but the new Director does not take office until the vacancy occurs.

Section 3. Term

- (a) Initial Board members shall be assigned to a two- or a three-year term so that approximately one half of the initial directors will hold a two-year term and the other one half of initial Directors shall serve three-year terms.
- (b) All other Board members shall serve a one-year or two-year term at the discretion of the Board of Directors. Each Director shall hold office for the term for which he is elected and the Director's term shall continue through the last day of the calendar month in which the term had expired and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.
- (c) Any director named between annual meetings shall serve for the unexpired term of the director for whom he or she is replacing. Each director shall hold office for the term for which he is elected and until his successor shall be elected and qualified.
- (d) No person shall serve as a Director for more than seven (7) consecutive years. After a year's absence from the Board, however, a person who has served seven (7) consecutive years may return to the Board, if re-elected, and may serve up to an additional six (6) consecutive years.

- (e) Notwithstanding the above terms, if a Director is also serving as an officer of the Corporation and the Director's term expires during the Corporation's Spring or Fall baseball seasons, said Director shall have the option of extending their term through the end of the season.

Section 4. Resignation

- (a) Any Director may resign at any time by giving written notice to the Chair. Unless otherwise specified, such resignation shall be effective upon the receipt of notice by the Chair.
- (b) Any Director shall be considered to have given notice of resignation and his or her position shall be declared vacant by the Board of Directors if he or she fails to attend three consecutive regular meetings of the board with the exception of emergency meetings, unless good cause for absence and continuing interest in participation on the Board are recognized by the Board.

Section 5. Removal of Directors

A Director of the Corporation may be removed for good cause by a two thirds (2/3) majority vote of the Board of Directors of the Corporation when such Directors is judged to have acted in a manner seriously detrimental to the Corporation.

Section 6. Powers of the Board of Directors

- (a) The Board of Directors shall have control of, and be responsible for, the management and the property of the corporation.
- (b) The Board of Directors shall have the power to remove any officers.
- (c) The Board of Directors shall have the power to do everything deemed necessary or expedient for the promotion of the corporation's welfare.
- (d) The Board of Directors may declare an executive session at any time, and voting at executive sessions is limited to Board members.

Section 7. Quorum and Voting

- (a) A majority of the Directors shall constitute a quorum for the transaction of business. The majority of those Directors present shall carry the order of business.
- (b) A Director may vote in person or may vote by proxy executed in writing by the Director.
- (c) Remote Participation. The presence or participation, including voting and taking other action, at a meeting of Directors, by conference telephone or other electronic means, including without limitation the Internet, shall constitute the presence of, or vote or action by, the Director.

Section 8. Compensation

No Director shall receive compensation from the corporation for the Director's services as a director.

Section 9. Indemnification

- (a) The Directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations. The corporation indemnifies and agrees to hold harmless from all claims, liabilities, losses, or judgments any Director or officer who is made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his or her capacity as Director, officer, employee, or agent of the corporation against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees reasonably incurred as a result of the action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the corporation.
- (b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case after a determination that the amounts for which a Director or officer seeks indemnification were properly incurred and that the Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, the Director had no reasonable ground for belief that such action was unlawful. Such determination shall be made either: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding; or (2) by a majority vote of a quorum consisting of members who were not parties to the action, suit, or proceeding.
- (c) The corporation shall be entitled to assume the defense of any person seeking indemnification after the Board of Directors makes a preliminary determination that the person has met the applicable standards of conduct set forth in paragraph (a) above, and after receipt of a written agreement by the person to repay all amounts expended by the corporation in the defense, unless it shall ultimately be determined that the person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, the defense shall be conducted by counsel chosen by the corporation and not objected to in writing for valid reasons by the person seeking indemnification. In the event that the corporation elects to assume the defense of any such person and retains counsel as provided in this paragraph (c), the person seeking indemnification shall bear the fees and expenses of any additional counsel retained by him or her.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

- (a) Meetings shall be held at any place or places designated by resolution of the board of directors; or, in the absence of designation, at the principal office of the corporation.
- (b) Regular meetings shall be held at least quarterly beginning with the month of December 2019. Notice of meetings shall be signed by the secretary and mailed to each director at the address last recorded on the books of the corporation, not less than thirty (30), nor more than sixty (60) days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

- (c) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by two (2) members of the board of directors, call a special meeting of the board. In this event, fifteen (15) days written notice to each director shall be deemed sufficient.
- (d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting without further notice.
- (e) Except as otherwise provided in these bylaws, or in the articles of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

ARTICLE VII ACTION WITHOUT MEETING

No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and the written consent is filed with the minutes of the proceedings of the board. Written consent of the Board may be granted by email as long as said email clearly indicates the directors' consent to the action proposed. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the articles of incorporation and bylaws authorize the directors to act in this manner. The statement shall be prima facie evidence of the board's authority.

ARTICLE VII OFFICERS

Section 1. Designation of Officers

The officers of the corporation shall be a president, one or more vice-presidents (as determined by the board of directors), a secretary, a treasurer and any other officers elected in accordance with the provisions of this article. The board of directors may elect or appoint any other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it deems desirable, and these officers will have the authority and perform the duties prescribed by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office

The officers of this corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers is not held at the annual meeting, an election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his or her successor has been duly elected and has been qualified.

Section 3. Removal

Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the interests of the corporation would be best served. Any removal shall be without prejudice to the contract rights, if any, of the officer removed.

Section 4. Vacancies

A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. President

The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

- (a) shall preside at all meetings of members and of directors;
- (b) may sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of these instruments has been expressly delegated by the board of directors by these bylaws, or to some other officer or agent of the corporation by law; and
- (c) shall perform all other duties generally incident to the office of president and any other duties prescribed by the board of directors.

Section 6. Vice-President

In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and shall have all the powers of, and be subject to all the restrictions on, the president. Any vice-president shall perform additional duties assigned to him or her by the president or by the board of directors.

Section 7. Treasurer

If required to do so by the board of directors, the treasurer shall:

- (a) give a bond for the faithful discharge of the treasurer's duties in a sum and with surety or sureties deemed appropriate by the board of directors;
- (b) have charge and custody of, and be responsible for, all funds and securities of the corporation;
- (c) receive and give receipts for moneys due and payable to the corporation from any source and deposit all moneys in the name of the corporation in banks, trust companies, or other depositories selected by the board of directors; and
- (d) perform all duties generally incidental to the office of treasurer and any other duties assigned to the treasurer by the president or by the board of directors.

Section 8. Secretary

The secretary shall:

- (a) keep the minutes of meetings of members and of the board of directors, in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with these bylaws or as required bylaw;
- (c) be custodian of the corporate records and of the seal of the corporation;
- (d) keep a membership book containing the names and addresses of all members and directors of the corporation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and

- (e) exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

ARTICLE IX COMMITTEES

Committees shall be appointed at the discretion of the Board of Directors. Committees shall be formed and duties performed as sees fit to promote the programs and goals of the Corporation. Committees may include, but not be limited to, an Executive Committee, Facility Development Committee, Finance Committee, League Operations Committee, Governance Committee, and Resource Development Committee. The duties and responsibilities of each committee shall be as determined and modified by the Board of Directors but shall include the following:

- (a) Executive Committee: The Board Chair is the chair of the Executive Committee and shall include the officers of the Corporation and at least two (2) other Board Members. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee shall oversee the operations of the Board, performs evaluations of the Executive Director, ensures effective Board processes, develops committees, develops the Board, provides Board evaluations and trains and orients new Board members.
- (b) Facility Development Committee: Coordinates activity with local governments; and coordinates all aspects of any building projects.
- (c) Finance Committee: The Treasurer is chair of the Finance Committee, which includes at least, three (3) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The Finance Committee reviews major grants and associated terms. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board members and the public.
- (d) Operations Committee: The Operations Committee is responsible to promote the Corporation and the Corporation's services to the community including generation of fees; represents the Corporation to the community; recruits employees; responsible for setup and management of events; and responsible for necessary maintenance and repairs of any facility that the Corporation may acquire.
- (e) Resource Development Committee: Oversees the development of the fundraising plan; identifies and solicits funds from external sources of support; promotes the Corporation and services to the community, including generation of fees; represents the Corporation to the community; enhances the Corporation's image, including communication with media.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. This authority may be general, or confined to specific instances.

Section 2. Gifts and Contributions

The board of directors or an executive committee may:

- (a) accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the corporation, on terms approved by the board or committee;
- (b) hold funds or property in the name of the corporation or of nominee or nominees appointed by the board or committee;
- (c) collect and receive the income from funds or property;
- (d) devote the principal or income from donations to benevolent and charitable purposes designated by the board or committee; and
- (e) enter into an agreement with any donor to continue to devote the principal or income from the donation to a particular purpose designated by the donor and after approval of the agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section 3. Deposits

All funds of the corporation shall be deposited to the credit of the corporation in banks, trust companies, or other depositories selected by the board of directors.

Section 4. Checks, Drafts, Orders for Payment

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 an officer or officers, agent or agents of the corporation and in a manner determined by resolution of the board of directors. In the absence of this determination, the instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice-president of the corporation.

ARTICLE XI BOOKS AND RECORDS

The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

ARTICLE XII

AMENDMENT

These bylaws may be repealed or amended at any meeting of the corporation, provided any amendments or changes proposed shall first have been submitted to the Board of Directors and approved by a majority vote of the Board of Directors. Following such approval by the Board, copies of such proposed amendments or changes shall be made available upon request to all members of the corporation, upon which the proposed amendments shall be voted upon.

ARTICLE XIII FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors in its discretion subject to applicable law.

ARTICLE XIV EFFECTIVE DATE

These bylaws, effective on the date of their adoption, shall supersede all former bylaws of the corporation.

ARTICLE XV TRANSACTIONS WITH DIRECTORS

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are not interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE XVI ADOPTION OF BYLAWS

Adoption of these Bylaws as the Bylaws of the Corporation shall require approval by a majority of the Board of Directors.

Dated and adopted by unanimous decision of the Board of Directors this 30 day of November, 2019.

INCLUSION REVOLUTION, INC.,
a Florida not-for-profit corporation

By:
Its: Chair



By
Its: Secretary

