

BY-LAWS
Of
Beverly J. Wright Memorial Fund, Inc.

INTRODUCTION

These bylaws constitute the code of rules adopted by the Beverly J. Wright Memorial Fund, Inc. for the regulation and management of its affairs.

MEMBERSHIP

The Corporation shall have no "members".

DIRECTORS

Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

Number of Directors: The Board of Directors shall consist of three or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. As of the date that these Bylaws were adopted the number of Directors was fixed at four (4) and thereafter shall be fixed from time to time by resolution of the Board of Directors.

Terms and Election of Directors: The Directors shall serve indefinite terms until they resign or are removed in accordance with the provisions of these bylaws.

Procedure at Board Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.

Resignations: Any Director can resign at any time by delivering a written resignation to the Chairperson of the board or to the Secretary of the Corporation.

Removal: Any director may be removed at any time (with or without cause) by a vote of 4/5ths of the total number incumbent directors (not counting vacancies) at a meeting of the board of directors properly called in accordance with the terms

of these bylaws. Directors may be removed by a majority vote of the board of directors at a properly called meeting with a quorum attendance when he or she misses three consecutive regular meetings.

Vacancies: Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors, though less than a quorum.

Place of Director's Meetings: Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted.

Meetings: Meetings of the Board of Directors may be called by:

- A. the Board of Directors
- B. the President
- C. the Secretary upon the written request of four directors

Notice of Board Meetings: Notice of all board meetings shall be give to each board member no less than two (2) days nor more than ten (10) days prior to the meeting.

Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Quorum: A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

Self Dealing: No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

OFFICERS

Roster of Officers: The Corporation shall have a President, Vice President, Secretary, and Treasurer.

Selection and Removal of Officers: All officers shall serve one year terms. Officers shall be elected by the Board of Directors at the board's first meeting of

the calendar year or as soon as practical thereafter. Officers shall remain in office until their successor has been selected. The Board of Directors may elect a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.

President: The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

Vice President: The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.

Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.

Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, will oversee and supervise the financial business of the corporation, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

Removal of Officers: Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any contract rights of the Officer so removed.

INFORMAL ACTION

Waiver of Notice: Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of either the members or board of directors may be taken without a

meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

COMMITTEES

Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

Executive Committee: The four officers of the Corporation shall constitute the executive committee. The Chairperson shall act as chairperson of the executive committee.

OPERATIONS

Fiscal Year: The fiscal year for this Corporation will be calendar year.

Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Loans to Management: This Corporation will make no loans to any of its Directors or Officers.

Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by at least two persons who have previously been designated by a Resolution of the board of directors. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by one or more person who have been authorized and directed to do so by the board of directors. No contract shall be valid unless it is authorized or ratified by a properly adopted Resolution of the board of directors.

AMENDMENTS

The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at anytime by a vote of the majority of directors at a meeting where a quorum is present.

PUBLIC STATEMENTS

Authority to make statements. No person, except for the President or the

Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Beverly J. Wright Memorial Fund, Inc. at their meeting held on _____, 200__.

Secretary

