Bylaws

of

Marion County Kidney Foundation, Inc.

Designated as a Public Charity under section

Not for Profit 501 (c)(3) of the Internal Revenue Code

EIN 26-3333665 Est. 09/10/2008

We are a HIPAA compliant corporation.

Article I

Name and Location

Section 1. The name of this corporation is Marion County Kidney Foundation, Inc.

Section 2. Its principal office shall be located in Marion County, Ocala, Florida and/or such other place as may be designated from time to time by the Board of Directors.

Section 3. The registered office of the corporation, required by Florida Corporation Law to be maintained in the State of Florida, may be, but not need be, identical with the principal office in the State of Florida. The current registered office of the corporation shall be 2980 SE. 3rd Court, Ocala, Florida 34471. The Registered Agents are reflected in the annual reports. The Bylaws will be filed annually with the County as a verification measure to those who are seeking our just cause.

Article II

Purpose

The object and purposes for which the corporation is formed are set forth in the Articles of Incorporation and include: To improve the quality of life of persons with chronic kidney disease in Marion County, Florida, by providing services and financial assistance when such needs cannot be met through other local community resources.

Article III

Membership

Section 1. The membership shall be open to those persons who are committed to the principles and goals for the corporate mission, by the Board of the Directors.

Section 2. The corporation shall have one class of members. There shall not be less than three Members.

Section 3. Each member shall have one (1) vote on any measure as it may come before the membership.

Section 4. Any Member may resign by filing a written resignation with the Secretary.

Section 5. The Members, by affirmative vote of two-thirds (2/3) of all Members, may suspend or expel a member for cause after an appropriate hearing at a meeting called for such a purpose.

Section 6. No Member shall be required to pay any fees or dues whatsoever.

Section 7. If at any time there shall be less than three Members, the remaining directors shall elect a member or Member sufficient to bring the total to three.

Section 8. All Measures except those regulated by Statute or specifically provided herein shall be determined by a majority vote of the Members present at the meeting.

Article IV

Meetings of Members

Section 1. An annual meeting of the Members shall be held at a time and place to be set by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. All meetings shall follow the **Roberts Rule of Order** under the direction of the Chairman.

Section 2. Notice of the time, place and purpose of the annual meeting shall be submitted by e-mail at least ten (10) days prior to the meeting to each member

Section 3. At any meeting of Members, a member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 4. Where Directors of Officers are to be elected by Members or any class or classes of Members, ~~such~~ election may be conducted as the Board of Directors shall determine.

Article V

Board of Directors

Section 1. The business and property of the corporation shall be managed by a Board of not less than three (3) nor more than fifteen (15) directors, each to serve a term of three (3) years. A Director may succeed him or herself.

Section 2. Special Meetings

A. Meetings of the board of Directors shall be held at least annually, the day and hour to be determine by the Chairman. At the last meeting of the fiscal year of the corporation, Directors shall be elected and such other business as may be brought before the meeting may be transacted.
B. Special meeting of the board of Directors may be held at anytime and place designated by the Chairman.
C. A majority of the members shall constitute a quorum at any meeting of the Board of Directors, and all questions shall be determined by a majority vote of those present; provided, however, a majority of all members of the board of directors must concur in the following:
   a. Election of members of the Board of Directors.
   b. Election of officers of the Board.
   c. Amending these Bylaws
   d. Amending the Articles of Incorporation
D. Notice of each meeting, regular or special, shall be e-mailed by the Secretary to each of the directors not less than five (5) days next preceding such meeting. In the event the notice is of a special meeting shall indicate briefly the objects thereof. The Directors may waive notice of any such meeting or the objects thereof, and when a quorum is present at any such meeting a waiver of all members of the Board of Directors shall be as effective, have the same force and effect as though all Directors had waived the requirement of this paragraph as to such notice.

Section 3. Organization

The Chairman of the corporation shall act as a Chairman of the Board of Directors and in his/her absence the Vice Chair of the corporation shall act as such Chairperson. In the absence of both the last mentioned officers from any such meeting, the board may elect any member to act as presiding officer of any meeting of the Board of Directors.

Section 4. Number of Directors

There shall be a total of not less than three (3) and not more than fifteen (15) directors selected in the manner provided by the Charter of the corporation. In addition, in the discretion of the Board of Directors, there may be up to ten (10) ex officio non-voting Directors.

Section 5. Executive Committee

A. The executive committee of the board of Directors shall consist of the elected officers.
B. A majority of Executive Committee members shall constitute a quorum of the committee and the affirmative vote of a majority of members present shall be necessary for adoption of any resolution.
C. The executive committee shall meet at the call of the Chairman, and minutes shall be kept by the Secretary in a secure place. All action taken shall be reported to the next meeting of the board of Directors for approval. No revision or alteration by the Board of Directors of action taken by the executive committee shall affect the rights of third parties.
D. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when said Board is not in session, subject only to such restrictions or limitations as the Board of Directors may specify; however the executive committee shall have no authority to alter, amend or repeal the corporation charter or Bylaws, or to appoint Directors.

Section 6. The affirmative vote of the majority of those present at any regular or special meeting of the board of Directors shall be sufficient to admit a Director to the Board.

Section 7. Attendance of Directors are expected to be regular in attendance at meetings of the Board and may be asked to resign from the board is he/she has more than three (3) consecutive unexcused absences, or more than three (3) unexcused absences within a period of one (1) year.

Article VI

Officers

Section 1. Officers of the corporation shall consist of a Chairman, Vice Chairman, Secretary, Treasurer, Director of Grant Review, Director of Community Education and Director of Fundraising.

Section 2. The Chairman shall preside at all meeting of the Board of Directors and shall act as the chief executive officer of this corporation and shall do and perform such other duties that may be assigned to him/her by the Board of Directors. The Chairman shall follow the agenda and **Roberts Rule of Order** in the conduct of the meetings.

Section 3. The Vice Chairman shall preside at all meetings of the Board of Directors, in the absence of the Chairman and he/she shall do and perform such duties as assigned to him/her by the Board of Directors and shall also do and perform all duties which might or should be performed by the Chairman when the Chairman is ill, absent or otherwise unavailable.

Section 4. The Secretary shall keep all the minutes of the meetings of the Board of Directors in a secure place. The Secretary shall attend to the giving and serving of all notices required by the Bylaws of this corporation. The Secretary may sign with the Chairman in the name of the corporation all contracts authorized by the Board of Directors, shall have custody of the corporate seal, and when so ordered by the Board of Directors, the Secretary shall affix the seal of the corporation thereto. The Secretary shall have charge of all corporate records, which shall at all reasonable times be open to the examination of any director and shall in general perform all the duties to the office of Secretary subject to the control of the Board of Directors.

Section 5. The Treasurer shall receive and keep the funds of the corporation and pay out the same only by the direction of the Board of Directors. The Treasurer shall deposit all monies, checks, and other electronic credits to the account of the corporation in such bank or other depository as the Board of Directors may designate. The Grant Reviewer of the foundation may be given authority by the Board of Directors to execute vouchers and checks in the amounts less than a sum certain to be determined by the board of Directors. Otherwise, the Treasurer shall sign all receipts, vouchers and checks made by the corporation jointly with the Chairman, Vice Chairman or Secretary. The Treasurer shall render to the board of Directors an account and statement of all his/her transactions at each regular meeting of said Board and such other times as the board may from time to time determine. The Treasurer shall enter regularly in the books of the corporation to be provided for that purpose a full and accurate account of all monies received and paid out on account of the corporation. The Treasurer shall execute and deliver to the corporation a bond in such sum and with such surety or sureties as may be required by the Board of Director for the faithful discharge of the Treasurer's duties.

Section 6. The Director of Grant Reviews is responsible for evaluating grant applications and Bridge to Transplant applications to determine their merit, alignment, with funding priorities, and potential for impact. The Grant Reviewer analyzes proposals for clarity, feasibility, budget accuracy, and overall quality, providing detailed feedback and scoring based on established criteria. The Grant Reviewer shall process grants with documentation to the Treasurer for funds to be provided and recorded.

Section 7. The Director of Community Education is responsible for developing, coordinating, and promoting educational programs and initiatives that serve the needs and interests of the community. This role involves identifying topics of interest, recruiting speakers or facilitators, organizing events or workshops, and collaborating with local partners to expand learning opportunities for the community.

Section 8. The Director of Fundraising is responsible for leading the planning, coordination, and execution of all fundraising activities. This includes developing strategies to meet fundraising goals, organizing events or campaigns, mobilizing volunteers, and fostering relationships with donors, sponsors, and community partners.

Article VII

Standing Committees

Section 1. The Chairman may appoint committees of any population.

Section 2. Each Committee will have a Board Member participating within the committee.

Article VIII

Exempt Activities

Not withstanding any or other provisions of these Bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activities by or on behalf of the corporation, 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 may hereafter be amended or by and organization, contributions to which are deductible undersection 170 (c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

Article IX

Amendments

Section 1. These Bylaws may be altered, amended, rescinded or repealed at any regular or special meeting of the board of Directors by affirmative vote of majority of said Board of Directors.

Section 2. The articles of Incorporation of this corporation may be altered or amended at any annual, quarterly or special meeting of the Board of Directors by resolution approved by the affirmative vote of a majority of said Board of Directors, subject to approval by the State of Florida, Division of Corporations, as provided by law.

Article X

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

Article XI

Waiver of Notice

Whenever, under the laws of the State of Florida or provision of these Bylaws, a waiver in writing is signed by the persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

Article XII

Indemnification

Every person who is or shall be or shall have been a Director or Officer of the corporation or his/her Personal Representative shall be indemnified by the corporation against all costs and expenses reasonable incurred by or imposed upon him in connection with our resulting from any action, suit or proceeding to which they may be made a party by reason of being or having been a Director or Officer of the corporation, or of any subsidiary or affiliate thereof, except in relation to such matters as to which they shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by a reason of willfulness conduct in the performance of his duty as such Director or Officer. "Cost and Expenses" shall include but without limiting the generality thereof, attorney fee, damages and reasonable amounts pain in settlement.

Article XIII

Nondiscrimination

Marion County Kidney Foundation, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and providing of services.

Marion County Kidney Foundation, Inc.

Signed ____________________________

Joanne Brayton

Joanne Brayton, Chairman

Florence Charbonneau

Florence Charbonneau, Director of Grant Reviews

Pat Allen

Patricia Allen, Director of Community Education

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Vice Chairman - vacant

Veronica Valila

Veronica Valila, Secretary

Megan Bankasingh

Megan Bankasingh, Director of Fundraising

Sara Hodges

Sara Hodges, Treasurer