

BYLAWS OF KOINONIA COMMUNITY DEVELOPMENT CORPORATION, INC.

ARTICLE I PREAMBLE

The name of this corporation, its corporate purpose and terms of its existence are set forth in the Articles of Incorporation as filed with the Secretary of State of Florida on the 30th day of June, 2003 as the same may from time to time be amended. All provisions of the Bylaws are subject to the provisions of the Articles of Incorporation.

ARTICLE II Organizational Structure

Section 1. General Powers. The Board of Directors shall manage the affairs of the corporation and shall set policy, establish goals, and provide management. Particular powers delegated herein to board members or committees of the corporation may be exercised by such board members or committees without further consent of the Board of Directors.

Section 2. Function. The Board of Directors are responsible for setting policy, determining objectives, setting goals, evaluating the results of programs, and determining, in general, the overall scope, purpose, mission, and direction of the corporation.

Section 3. Number, Tenure and Qualifications. The number of board members of the corporation shall not be less than three (3), no more than nine (9). Each board member may serve no more than a three (3) year term (consecutively). Vacancies shall be noticed publicly, and a majority of the board may elect a board member to fill a vacancy. Applications and resumes must be provided for consideration of new board members.

Section 4. Election. Each person attaining membership on the board, whether for a full or partial term, shall be elected by a majority vote of the board members at a regular or special meeting. In the event of the death, resignation, removal, or inability to serve of any board member in office, the remaining members of the board shall elect a successor by majority vote at a meeting of the board members at which a quorum is present.

Section 5. Regular Meeting. The Board of Directors may designate any place (in-person or virtual), within the State of Florida, as the place of meeting for any meeting of the Board of Directors. If

no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Florida. The Board of Directors may provide by resolution the time and place, within the State of Florida, for the holding of regular meetings without other notice to Board members. Notice will be provided no later than five (5) business days prior to a virtual regular meeting being held. The general meetings of the Board of Directors shall be held one time a year in Broward County, FL, at a place designated by the President.

Section 6. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place (in-person or virtual), within the State of Florida, as the place for holding any special meeting of the Board of Directors called by them. If no designation is made, the place of the meeting shall be the principal office of the corporation.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) business days prior to the meeting electronically or by telephone to each board member. General meeting notification will be mailed fourteen (14) business days prior to the meeting to each board member. Such notice shall be deemed to be delivered when mailed. Any director may waive notice of any meeting. The attendance of a board member at a meeting shall constitute a Waiver of Notice of the meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of Waiver of Notice for the meeting, unless specifically required by law or by these Bylaws.

Section 8. Record of Meeting. All meetings of the Board of Directors shall be recorded or alternatively minutes shall be maintained which state the subject of each deliberation and indicate the vote, order, decision, or other action taken.

Section 9. State Law. The corporation is subject to the laws of the State of Florida, as may be amended or revised, and shall comply with all requirements of said laws.

Section 10. Quorum. A majority of the number of board members appointed shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the board members are present at said meeting, a majority of the board members present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of the majority of the board members present at a legally called or scheduled meeting of the Board of Directors shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining board of directors, though less than a quorum of the Board of Directors. A board member elected to fill a vacancy shall be elected for the expired term of his predecessor.

Section 13. Change in Size of Board of Directors. The Board of Directors may be increased or decreased in size by a majority vote of the members of the Board of Directors. However, such a vote shall not have the effect of removing a board member(s), other than at the expiration of their term in office.

Section 14. Removal. A board member may be removed from the Board of Directors for good cause including, but not limited to failing to demonstrate interest in the operations, and programs of the corporation by recurrently absenting himself or herself from properly called Board or committee meetings. A board member who misses three (3) consecutive Board meetings will be dropped from the Board of Directors.

Section 15. Compensation. Board members as such shall not receive any salaries or compensation for their services, and shall not serve the corporation in any other capacity for compensation.

Section 16. Board Member Contributions. Board Members are required to provide an annual contribution. The contribution amount will be decided by the board at the September regular meeting of the Board of Directors for the following fiscal year.

Section 17. Advisory Directors. Advisory directors may be selected from civic groups, patrons, or other persons interested in the activities of the corporation. Advisory directors, while not having the powers or responsibilities of board members, may serve as full members on committees.

ARTICLE III OFFICERS

Section 1. Number. The officers of the corporation shall be a Chair, a President, a Vice Presidents, an Executive Director, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors in September. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever there is shown a sufficient cause, the best interest of the corporation shall be served, but such a removal shall be without prejudice to the contract rights of the person removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President. The President shall be the principle executive officer of the corporation and is subject to the control of the Board of Directors; and shall in general supervise and control all of the affairs of the corporation. He/she shall preside, when present, over all meetings of the operational and executive staff; establish all committees and serve as an ex-officio member of all committees; and report to the Board of Directors monthly or as requested by the Board. He/she shall be responsible for assessing the performance of the Board of Directors and its committees; assuring ongoing recruitment, development, and contributions of Board members; setting priorities and approving agendas for all Board meetings; and creating and presenting an annual report to the Board. It shall be the duty of the President to partner with the Executive Director to help ensure the Board's directives, policies, and resolutions are carried out; collaborate with the Executive Director to cultivate and solicit funding and lead the development and refinement of impact metrics; and maintain visibility in the community by serving as an ambassador of the organization and advocating its mission to internal and external stakeholders. The responsibilities of the President shall include serving as the point of contact for Board issues brought by members of the Board; encourage evaluations of the Board of Directors; engage Board Members in deliberations; ensure appropriate voting processes are in line with the organization's governance model; and maintain order during Board meetings.

Section 6. Vice President. In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of the President; shall have all the powers, when so acting, of and be subject to all the restrictions upon the President; and shall perform other duties as may be assigned to him/her by the President or the Board of Directors.

Section 7. Chair. The Chair shall ensure execution of the organization's vision. The chair shall be responsible for assessing the performance of the Board of Directors and shall serve as a point of contact for Board issues brought by members of the board.

Section 8. Executive Director. The Executive Director shall serve as the representative of the organization to the surrounding communities and businesses; foster partnership; and ensure compliance with all applicable laws and regulations. The Executive Director shall develop, implement, monitor, and assess the organization's programs; sound and compliant financial management practices and fundraising practices; and develop, inform, and support the Board and the Board Committee to carry out their governance functions. Duties of the Executive Director shall also include partnering with the President to help ensure the Board's directives, policies, and resolutions are carried out; and collaborating with the President to cultivate and solicit major foundation grants and individual gifts. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the execution shall be expressly delegated by the Board of Director to some other officer or agent of the corporation. The Executive Director shall in general perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; manage the budget; receive and give receipts for monies due and payable to the corporation from any source; provide reports to the Board of Directors monthly or at the request of the Board of Directors; and deposit all monies in the name of the corporation in the banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of the Bylaws. In general, the Treasurer shall also perform all of the duties incident to the office of Treasurer and other duties as may be assigned to him/her by the President or the Board of Directors.

Section 10. Secretary. The Secretary shall maintain the minutes of the Board of Directors meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; serve as custodian of the corporate records; and maintain a register of the Post Office address of the Directors and any committee appointed by resolution of the Board of Directors. The Secretary shall advise the President of any Board Member who is not in compliance with the bylaw's attendance requirements. The Secretary shall also file notice of change of the registered agent or registered office of the corporation with the Secretary of State, and such other reports with any such office as may be required under the law; and in general, perform all duties incident to the office of Secretary and other duties as may be assigned to him/her by the President or the Board of Director.

Section 11. Board Member. A person(s) of good moral character who has an interest in the mission and vision of the organization. Each active Board Member shall have a singular vote in all matters brought to vote at any regular, annual, or special meeting. Board Members are expected to attend all board meetings, actively engage in board meetings, and serve on at least one committee.

ARTICLE IV COMMITTEE OF MEMBERS

Section 1. Members. The Board of Directors may select members from civic groups, patrons, or other persons interested in the activities of the corporation. The primary purpose of such a committee shall be to examine, discuss, and recommend to the Board of Directors on issues affecting the activities and policies of the corporation. Each member is expected to assist the corporation in implementing and maintaining corporate activities. Such committee members shall be advisory only. Assistance by members does not relieve the Board of Directors or any individual director of any responsibilities imposed upon him or her by law.

Section 2. Term of Office. Each member shall continue as such for the duration of the committee or until his/her successor is appointed, or the committee is terminated, or he/she is removed. Terms shall be for one (1) year. Such members are eligible for re-appointment.

ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officer's agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence or indebtedness issued in the name of the corporation shall be signed by an officer or officers, agent, or agents of the corporation as shall be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors, or a committee, or any officer, or agent designated by the Board of Directors, may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

ARTICLE VI BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered office or principal office in this State of Florida a record of the members of the Board of Directors entitled to vote.

ARTICLE VII FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December each year.

ARTICLE VIII NOTICE AND WAIVER OF NOTICE

Section 1. Notice. Any notice required to be given to any board member shall be in accordance with Article II, Section 5 and Article II, Section 6.

Section 2. Waiver. Whenever any notice is required to be given to any director, officer of the corporation under the provision of these Bylaws or under the provisions of the Florida Non-Profit Corporation Act, a waiver thereof, in writing, signed by the person entitled to the notice, whether signed before or after the required or stated time, shall be deemed equivalent to the giving of the notice.

ARTICLE IX

LIMITATION OF ACTIVITIES

No action authorized herein shall be taken outside the scope authorized in, or as established by, Article 501(c)(3) of the Internal Revenue Code.

ARTICLE X DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of this corporation, the property then on hand, if any, after payment of all outstanding debts of the Corporation, will be donated without charge to a foundation, charity or other entity which (1) is engaged in similar purposes to that of the corporation, and (2) is a qualified charitable or educational entity under the provisions of Article 501(c)(3) of the Internal Revenue Code. Reference is made to **Article 8** of the Articles of Incorporation.

ARTICLE XI AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the 14th day of April, 2025.



Secretary – Gabrielle Bush