

This document has been created to compare the changes made to and make observations about those changes. Many of the changes noted render the document nonsensical and all changes were undertaken improperly, without proper vetting or proper voting by Board and Institute members. Requests for clarification regarding these changes, requests covered by Florida Statutes governing organizations such as this one, have gone unanswered. Refusal to comply with these requests is again, improper.

Articles from the proper bylaws are presented first and in blue text, Articles from the improper bylaws is presented second and in green text. Comparisons and observations will appear third and in red text. Review of each Article will begin on a new page in order to allow for easier comparison.

ARTICLE 1. PRINCIPAL OFFICE AND REGISTERED AGENT.

The principal office and the name and address of the resident agent may be established by the Board of Directors and filed with the Secretary of State. Until it is changed, however, the principle office and the registered agent shall be as noted in the Articles of Incorporation.

ARTICLE 1: PRINCIPAL OFFICE AND REGISTERED AGENT

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No changes noted in Article 1.

ARTICLE 2. MEMBERS

There are two classifications of membership in the Institute. The first class or membership is a voting membership. The second class of membership is a nonvoting membership. When the word "member" is used in these Bylaws, that word refers only to Voting Members as they are described in Section 1 of Article 2.

Section 1. Voting Membership. Voting membership is open to anyone who is sponsored by a Voting Member as being interested in furthering the purposes of the Institute. By majority vote of the Board at an Annual Membership Meeting, the Board may assess dues as a requirement for Voting Membership. A Voting Member may be removed only by an affirmative vote of at least eighty percent of all Voting Members and only for cause upon notice and an opportunity to be heard. Cause consists of acts that are inconsistent with furthering the purpose of the Institute. Conviction of a felony also constitutes cause, regardless of plea or adjudication.

Section 2. Nonvoting Membership. By majority vote of the Board at an Annual Membership Meeting the Board may establish one or more classes of nonvoting membership which shall be known as Friends of the Laura Jepsen Institute. By majority vote of the Board at an Annual Membership Meeting the Board may assess dues as a requirement for Nonvoting Membership.

ARTICLE 2: MEMBERS

The Corporation shall have no members. All voting shall be by the Board of Directors.

Section 1. Directors. Director's position is open to anyone who is sponsored by a Director as being interested in furthering the purposes of the Institute. By majority of the Board at an Annual Meeting or scheduled Board meeting. A Director may be removed, at any time, by an affirmative vote of at least eighty percent of all Directors, with or without cause.

Observation – Since an amendment to the Articles of Incorporation was filed shortly before the improper bylaws surfaced, it is interesting to note the word Corporation that surfaces here. The proper bylaws refer to the Institute throughout this section, the improper ones do not, and this would indicate a very recent change made to this section. Second sentence of Section 1. Directors is not complete, indicating a cut & paste and/or hurried change to the bylaws by someone, language from the proper original bylaws was kept, notice reference to an Annual Meeting that does not appear elsewhere in the improper bylaws.

Changes –

- 1. There are no longer members of the Corporation/Institute. No members means that the Institute ceases to exist.**
- 2. Removal of classes of membership and removal of ability to assess dues.**

- 3. Interesting note on the improper bylaws, Directors can be removed at any time, with or without cause and without notice. This clause also removes the language in the proper bylaws about allowing individuals the opportunity to be heard before removal.**

Word Count: Proper Bylaws 219 Improper Bylaws 77

ARTICLE 3. MEETINGS

Section 1. Board Meetings. Board meetings shall take place at least every other month upon the Secretary's oral or written notice to the Membership. At the Board's discretion, notice may be posted at the Institute's principal place of business in lieu of oral or written notice to each member. A quorum of Board members must be present to call the Board meeting to order. Otherwise, only a majority vote of Board members who remain at the meeting is necessary for the Board to do business or to adjourn. Board members may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting. Action may be taken by the board without a meeting if consent to the action is in a writing which is signed by each Board member and filed in the minutes of the Board. The writing must specify the action taken. Any person may attend any Board meeting, but no person other than the Board members may participate except by permission of the person conducting the meeting.

Section 2. Regular Membership Meetings. Regular membership meetings shall take place on the 3rd Monday of February (which is also the Annual Membership Meeting) and the 3rd Monday of September at a place and time designated by the Board. A quorum of members must be present to call the regular membership meeting to order. Otherwise, only a majority vote of members who remain at the meeting is necessary to do business or to adjourn. The Board shall set the agenda for each regular membership meeting and shall cause the agenda to be sent to each member along with the notice required by Section 5. Members may add to the Agenda if they communicate their desire to do so in writing to the Secretary at least four weeks before the meeting.

Section 3. Annual Membership Meetings. The first regular membership meeting of each calendar year shall be noticed consistent with Section 5 as the annual membership meeting. A quorum of members must be present to call the annual meeting to order. Otherwise, only a majority vote of members who remain at the meeting is necessary to do business or to adjourn. board members shall be elected at the annual meeting from among the members. A member need not be present at the meeting in order to be elected; however, the willingness of that member to serve as an officer or director must first be established in writing by the person placing the member in nomination. The Board shall set the agenda for each annual membership meeting and shall cause the agenda to be sent to each member along with the notice required by Section 5. Members may add to the Agenda if they communicate their desire to do so in writing to the Secretary at least four weeks before the meeting.

Section 4. Special Membership Meetings. Special membership meetings may be called by the President, a majority of the Board of Directors or by a majority of the members. The date, time, place and purpose of any special membership meeting shall be stated in a written notice. The President or all the persons calling the special membership meeting shall sign the written notice and cause it to be sent to each member who did not sign it at least one week before the date of the special meeting. No special meeting may be conducted unless a quorum of members is first established at the meeting. After a quorum is established, a majority vote of the quorum is necessary to conduct business.

Section 5. Notice of Meetings. Except as provided in Section 1 and Section 4, the Secretary shall cause meeting notices to be sent to each member at that member's address as listed on the

membership rolls kept on file by the Secretary at the Institute's principal place of business. The notice shall consist of the date, time and place of the meeting, and shall state whether the meeting also shall consist of the date, time and place of the meeting, and shall state whether the meeting also constitutes the Annual Membership Meeting. The notice shall be sent at least two weeks before the meeting.

Section 6. Voting. Each member shall be entitled to one vote. Voting by written signed dated proxy is allowed on a per meeting basis except to establish a quorum. A quorum cannot be established by proxy. If the number of members voting is an even number, then the President shall refrain from voting.

Section 7. Quorum. A simple majority constitutes a quorum. The establishment of a quorum by proxy, however, is not allowed. Once a quorum is established, the meeting can begin. Thereafter, and except as provided in Section 4, business, including adjournment, may be conducted by majority vote of those remaining at the meeting regardless of whether after the quorum is established, less than a quorum is maintained.

ARTICLE 3: MEETINGS

Section 1. Board Meetings. Board meetings shall take place upon the Secretary's or Presidents oral or written notice to the Directors. A quorum of Board members must be present to call the Board meeting to order. Otherwise, only a majority vote of Board members who remain at the meeting is necessary for the Board to do business or to adjourn. Board members may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment (by which all persons participating can hear each other at the same time), and participation by such means shall constitute presence in person at such a meeting. Action may be taken by the Board without a meeting if consent to the action is in a writing which is signed by each Board member and filed in the minutes of the Board. The writing must specify the action taken.

Section 2. Notice of Meeting. The Secretary or President notify Board members of the date, time and place of the meeting.

Section 3. Voting. Each Director shall be entitled to one vote. Voting by written, signed dated proxy is allowed on a per meeting basis except to establish a quorum. A quorum cannot be established by proxy. If the number of Directors voting is an even number then the President shall refrain from voting.

Section 4. Quorum. A simple majority constitutes a quorum. The establishment of a quorum by proxy however, is not allowed. Once a quorum is established, the meeting can begin. Thereafter business including adjournment, may be conducted by majority vote of those remaining at the meeting.

Changes made to this Article include the following:

- 1. Section 1 refers to Board Members, based on the initial statement earlier in the improper bylaws there are no members, obviously the person changing the bylaws neglected to remove the word member here nor is it defined anywhere as it is in the proper bylaws.**
- 2. No regularly scheduled meetings, provisions for such removed from improper bylaws**

3. Only the Secretary or President may call a board meeting and may do so with only oral notice, this allows complete control of any business to be in the hands of these two people alone, which coincidentally happens to be Nita Davis and her daughter Sonja or Michelle depending on the filing you are viewing. Improper bylaws do not detail what proper notice entails, this would allow for the President or Secretary to call a meeting with a simple phone call placed 5 minutes before a meeting, disallowing participation by whomever they judged to be inconvenient.
4. Syntax in Section 2 follows the pattern throughout the document indicating sloppy editing or a hurried attempt at creation of the improper bylaws. Section 2 does not contain a complete sentence. This odd grammar occurs again in Section 1, actions taken by the Board can be filed in the minutes of the Board, not the minutes of the Institute, this confusion about the difference between the Board and the Institute is at the heart of this improper document.
5. Section 2 changes remove the ability for members of meetings to add items to the Agenda.
6. Removal of the annual membership meeting in the improper bylaws removes provisions for elections of officers or directors as this was in place in Section 3 of the proper bylaws, no elections means lifetime appointment to whatever positions that are held by present officers.
7. Removal of open meetings, no public participation or viewing of Board meetings embedded in the improper bylaws.

Word Count Proper Bylaws 846 words Improper 268 words

ARTICLE 4. OFFICERS AND BOARD OF DIRECTORS

Section 1. General Powers. Except as limited by law or by the Articles of Incorporation, the Board of Directors exercises all authority over all corporate matters of the Institute. Nothing herein shall be construed to mean, however, that the Board may not delegate corporate functions to staff, volunteers or independent contractors. Nor should anything herein be construed to prevent the Board from seeking and acting on the will of the membership as that will is expressed at any membership meeting.

Section 2. Number of Directors. The Board of Directors shall consist of five officers (a President, a President-Elect, a Secretary, a Treasurer and the Immediate Past President) and four directors.

Section 3. Tenure of Directors.

President, President-Elect and Immediate Past President. A member shall begin service as President immediately upon election to that office, and shall continue to serve as President until the next election, whereupon the President-Elect shall assume the Presidency, and the President shall assume the role of Immediate Past President. A President may serve two more terms of office as President but only after resuming the President-Elect position upon election to that position after having served a term of office as Immediate Past President.

Secretary and Treasurer. The Secretary and the Treasurer shall assume office immediately upon election and shall continue to serve until the next election. A member may be elected more than once to serve as Secretary or Treasurer, but no one member may serve in the same capacity more than three times.

Directors. Two of the initially elected directors shall each serve one term of office immediately upon election, and two of the initially elected directors shall each serve two terms of office immediately upon election. Thereafter, directors shall serve one term of office immediately upon election. A member may be elected more than once to serve as a Director, but no one member may serve as a Director more than three times.

Section 4. Vacancies on the Board. A vacancy on the Board shall be declared when any Board member is removed from membership or at the conclusion of the Board member's third consecutive--unexcused unattended Board meeting. A vacancy may also be declared when any Board member resigns or is elected to fill the vacancy created by the member being replaced. Vacancies shall be filled by a member upon election of that member to the vacancy by affirmative vote of a majority of the remaining Board members. If thereafter the member filling the vacancy is elected by the membership to fill that or any other Board member position, the member filling the vacancy may do so as though that member had not previously been elected by the Board to fill the vacancy. This provision applies to all Board members except the Immediate Past President. If the role of Immediate Past President becomes vacant, no one may be elected to fill that vacancy.

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Section 2. Number of Directors. The Board of Directors shall consist of no less than three officers (a President, a Secretary, a Treasurer).

Section 3. Tenure of Directors.

President. The President shall begin service immediately upon election to that office. A Director may be elected more than once to serve as President.

Secretary and Treasurer. The Secretary and the Treasurer shall assume office immediately upon election. A Director may be elected more than once to serve as Secretary or Treasurer.

Directors. The Director(s) shall assume office immediately upon election. A Director may be elected more than once to serve.

Section 4. Vacancies on the Board. A vacancy on the Board shall be declared when any Board member is removed from the Board or resigns.

Changes to this article include the following:

- 1. Removal of offices of Past President and President Elect**
- 2. Removal of any limitations to the number of terms served by anyone**
- 3. Reduction in the number of Board members from previous nine (5 Officers, 4 Directors) to three (three officers), oddly enough Nita and her two daughters are the same number as the minimum in the improper bylaws.**
- 4. Removal of members who miss three meetings removed.**

Word Count 176 vs. 485

ARTICLE 5. DUTIES OF OFFICERS, SALARIES, RESTITUTION AND DELEGATION

Section 1. The President. The President chairs the Board and presides at all meetings of the Board and the members. The President shall be the chief executive officer of the Institute.

Section 2. The President-Elect. The President-Elect assumes the role of the President when the President is not available.

Section 3. The Immediate Past President. The Immediate Past President chairs any Nominating committee established by the Board. The Immediate Past President also assumes the role of the President when neither the President nor the President-Elect are available.

Section 4. The Secretary. The Secretary maintains the membership roll and calls the roll at any meeting. The Secretary records the minutes of all meetings, keeps the minutes book current, maintains a minutes book at the Institute's principal place of business, distributes a copy of the minutes as directed by the Board, and handles all correspondence at the direction of the President or the Board.

Section 5. The Treasurer. The Treasurer serves as the Institute's chief financial officer and shall make a report at every meeting. The Treasurer is also responsible for making deposits and withdrawals as directed by the Board, and writing and signing checks as directed by the Board. The Treasurer also chairs any Budget and Finance Committee established by the Board.

Section 6. Salaries and Restitution. Board members may not receive salaries except as provided elsewhere in these Bylaws upon affirmative vote of a majority of a quorum of the membership of the Institute at the annual membership meeting. Board members may, however, be reimbursed by out-of-pocket expenses undertaken on behalf of the Institute upon affirmative vote of a majority of a quorum of the Board.

Section 7. Delegation of Duties. The Board may delegate the duties of any Board position, but the Board remains responsible to the membership for the satisfactory performance of that duty by the person to whom the duty is delegated.

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Changes to Article 5 include:

- 1. Elimination of duties of President Elect and Past President**
- 2. Changed who can direct the Secretary's actions, before the Board could direct correspondence sent by the Secretary, now only the President, (Nita Davis), may direct what or when correspondence is sent.**
- 3. Out-of-pocket expenses are still allowable at the direction of the Board, this was never done before and is still not being done by the current Board, might be a point to bring up when asking for records/audits.**
- 4. Section 3, misspelling of the word Treasurer, whomever did this did not apparently have a spellcheck function on their word processor. The syntax and misspellings are indicative of again a cut & paste/copy type of work.**

No Changes to Articles 6 or 7

ARTICLE 8. FISCAL YEAR, AUDITS AND REPORTS

Section 1. Fiscal Year. The Institute's fiscal year shall begin on October 1 and end on September 31st,

Section 2. Audit. Within two months of the end of each fiscal year, the Board shall hire an independent accountant to perform an audit of the financial transactions of the Institute during the fiscal year that has most recently ended.

Section 3. Report to Members. Within four months of the end of the Institute's fiscal year, the Board shall cause an annual report to be distributed to the members. The report shall include the results of the annual audit and may include any other information deemed appropriate by the Board.

ARTICLE 8: FISCAL YEAR AND REPORTS

Section 1. Fiscal Year. The Institute's fiscal year shall begin on October 1 and end on September 30.

Section 2. Report to Board. Within four months of the end of the Institute's fiscal year, the Board Treasurer shall cause an annual report to be distributed among all Board Members.

Significant changes made to this Article. There is no longer a requirement for an annual audit by anyone, outside entity or internal entity. Report mentioned in the improper bylaws is not defined and could therefore be a post-it note or anything desired by the presiding Officers.

Articles 9 & 10 are unchanged

ARTICLE 11. AMENDMENTS

These bylaws may be amended by vote of the majority of the members at any duly constituted membership meeting provided that notice is sent consistent with the notice provisions of Section 5 of Article 3, without exception, and provided that the notice specifically details the amendments to be proposed and voted upon at the meeting.

ARTICLE 11: AMENDMENTS

These bylaws may be amended by vote of the majority of the Board at any duly constituted Board of Directors meeting.

Changes include who can make amendments, removal of notification or submission of amendments and again the errors present where changes are significant, misspelling in the Article title, indicates lack of review and hurried changes.