

**NAPLES BRIDGE CENTER  
AMENDED AND RESTATED  
BYLAWS**

February 6, 2024

**TABLE OF CONTENTS**

ARTICLE I NAME ..... 1

ARTICLE II PURPOSES AND POWERS ..... 1

ARTICLE III MEMBERSHIP ..... 3

ARTICLE IV MEMBERSHIP MEETINGS ..... 4

ARTICLE V BOARD OF GOVERNORS ..... 4

ARTICLE VI OFFICERS ..... 9

ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION,  
AND RELATED FINANCIAL AND OPERATIONAL MATTERS . 10

ARTICLE VIII TRANSPARENCY AND ACCOUNTABILITY  
DISCLOSURE OF FINANCIAL INFORMATION ..... 15

ARTICLE IX CODES OF ETHICS ..... 16

ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION  
OR BYLAWS ..... 18

CERTIFICATE OF ADOPTION OF BYLAWS..... 18

# **NAPLES BRIDGE CENTER AMENDED AND RESTATED BYLAWS**

## **PREAMBLE**

**Whereas**, the Bylaws were first adopted on January 24, 1977, and were subsequently amended on December 3, 1982, December 7, 1984, March 2, 1989, December 11, 1989, March 25, 1990, December 3, 1992, December 7, 1995, February 19, 1998, July 31, 2003, and

**Whereas**, Article VII was amended on April 27, 2006 Articles IV and VI were amended on December 12, 2006, and

**Whereas**, Articles III and VI were amended on June 2008 , and Article IV was amended on February 2010, and

**Whereas**, the Bylaws were further Amended on February 24, 2014, and February 11, 2016, and

**Whereas**, the Board of the Naples Bridge Center, Inc., wishes to update the Bylaws to reflect the current state of the law and best practices for non-profit organizations,

**Now, therefore**, be it resolved that the Bylaws of the Naples Bridge Center, Inc., hereby be restated as amended as follows:

## **ARTICLE I NAME**

**1.01 Name:** This Corporation shall be known as the NAPLES BRIDGE CENTER INC. (hereafter the “Corporation” or “NBC”), a non-profit membership Florida Corporation. Its offices shall be maintained at 5865 Golden Gate Parkway, Naples, Fl. 34116.

## **ARTICLE II PURPOSES AND POWERS**

**2.01 Purpose:** NBC is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code including, but not limited to the education of the public, and to promote, foster, improve and develop among its members and the general public a greater knowledge, understanding and appreciation of the skills required to play Duplicate Bridge in an atmosphere of friendship and cordiality.

**2.02 Powers:** The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or

convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

### **2.03 Nonprofit Status and Exempt Activities Limitation.**

*(a) Nonprofit Legal Status.* NBC is a Florida non-profit public educational corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

*(b) Exempt Activities Limitation.* Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity 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 as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any governor, director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

*(c) Distribution Upon Dissolution.* Upon termination or dissolution of the NBC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the NBC. The organization to receive the assets of the NBC, shall be selected in the discretion of the Board of Governors and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in the Circuit Court of Collier County Florida, against the NBC, by one (1) or more of its Governors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located first within the County and secondarily with the State of Florida. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which at least generally includes a purpose similar to the NBC then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

**2.04 Tobacco and Alcohol Limitation:** The entire interior and exterior area of the property owned by the NBC shall be free of all open alcoholic beverages, of all illicit or illegal

drugs, and all tobacco products except on such occasions and or places that the Board of Governors may declare from time to time.

### **ARTICLE III MEMBERSHIP**

**3.01 No Membership Classes:** The Corporation shall have no members who have any right to vote except as provided for in these Bylaws; nor the right, title or interest in or to the Corporation or its property. No member of the Corporation shall have any right, interest, or privilege of, in, or to the assets or other property (tangible and intangible), functions, or affairs of the Corporation. No member shall be individually liable for the debts or obligations of the Corporation.

**3.02 Eligibility:** Any natural person is eligible to apply for membership in the Corporation. An applicant may become a member upon approval by the Board of Governors (or by one or more officers to whom such power has been duly delegated), and payment of annual dues or such other dues category as the Board of Governors shall establish or determine from time to time. Such payment constitutes consent to abide by these Bylaws and the Rules of the American Contract Bridge League ("ACBL").

#### **3.03 Termination of Membership:**

(a) Any member in good standing may resign from the Corporation by giving written notice to the Secretary.

(b) Any member who shall fail to pay dues within sixty (60) days of the renewal date shall automatically forfeit their membership.

(c) Any member whose activities become inconsistent with the objectives of the Corporation or the ACBL, these Bylaws, or the rules of the Corporation or the ACBL may have his or her membership terminated by a majority vote of the Board of Governors.

(d) The Board of Governors may establish and delegate initial authority of a committee to hear disciplinary cases; provided, however, that in all such cases where termination is recommended the opportunity shall be given to such member to appear before the Board to request reversal of the decision. Due notice of such decision shall be sent to the member. No person whose membership shall terminate shall have any right or interest in the property of the Corporation, or any privilege in or claim against the Corporation pertaining thereto, or to a refund of any dues previously paid.

**ARTICLE IV**  
**MEMBERSHIP MEETINGS**

**4.01 Annual Meeting:** The annual meeting of the membership of the Corporation shall be held during the month of February of each year at a date, time and place selected by the President. All members of the Board of Governors absent good cause and excused by the President shall attend the annual meeting. The agenda for the annual meeting shall be set by the President and shall include an item to enable members to speak to address the Board and members attending. The President shall set appropriate time limits per member depending on the number seeking to address the meeting.

**4.02 Special Meetings:** Special meetings of the membership shall be held at such date, time and place as requested by the President, by three Governors, or by petition or petitions signed by not less than one-third of the members of the Corporation then in good standing. Special meetings may be held for any lawful purpose including to amend these Bylaws, or to remove a Governor for misfeasance, gross negligence, malfeasance or other good cause including violation of the conflict of interest policy.

**4.03 Notice:** Members of the Corporation shall receive, by mail or e-mail, notice of all annual and special meetings. All such notices also shall be posted on the NBC bulletin board no less than 48 hours prior to such meeting. All special meeting notices shall also state the purpose of the meeting and no business other than that described in the notice shall be conducted at such special meeting.

**4.04 Quorums:** Unless otherwise specified in these Bylaws, ten percent (10%) of the membership, in person or by written proxy presented by the Secretary of NBC, shall constitute a quorum. Proxy forms shall be made readily available to all members.

**4.05 Methods of Voting:** Permissible methods of voting shall include in person, by proxy, or any electronic means approved by the Board of Governors.

**ARTICLE V**  
**BOARD OF GOVERNORS**

**5.01 Number and Qualification:** The NBC Board of Governors shall consist of an odd number of Governors with no less than 5 and no more than 9 persons. Within these limits, the Board may increase or decrease the number of Governors serving on the Board, including for the purpose of staggering the terms of Governors. All Governors must be members in good standing of the Corporation and the ACBL.

**5.02 Powers:** All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law.

**5.03 Election of Governors and Terms:** (a) So long as there are nine Governors, then at each annual meeting of the membership of the Corporation, three Governors shall be elected for a term of three years. If at any time the Board of Governors is less than nine, the Board shall determine the number of seats to be filled provided that the number selected assures a staggered expiration of at least two (2) seats on the Board. No Governor shall serve more than two (2) consecutive terms. In the event of an unfilled vacancy or vacancies at the time of the election, such seats also shall be filled; provided, however, that the term or terms of those seats shall be adjusted so as maintain the staggered expiration dates of seats on the Board of Governors.

(b) In the event there are more candidates than there are openings on the Board of Governors, the candidates receiving the most votes (by plurality) will be elected. In the event there are both full terms and vacancies to be filled, the candidates receiving the most votes in descending order shall be elected full terms, and then to fill vacancies.

(c) Any regularly scheduled bridge director is eligible to be a candidate for the Board of Governors; provided, however, that upon election that director shall no longer direct for compensation. Any person who teaches more than five (5) full or partial days for the Corporation in a calendar quarter shall not be eligible to be a candidate for the Board of Governors unless, upon election, that Governor shall no longer be entitled to teach for compensation during his or her term in office. The President shall have the power to waive this provision from time to time as circumstances require if a class or game will be without a teacher or director, as the case may be. The intention of the preceding sentence shall not be used to avoid the proscription against regularly scheduled directors or teachers from serving as a Governor.

**5.04 Compensation and Conflict of Interest:** (a) Any Governor who has an actual or potential conflict of interest as set forth in the Corporation's conflict of interest policy, shall recuse herself/himself from voting on the relevant issue. The recusal shall not impact the existence of a quorum for doing business or disable the Governor from voting on other non-conflict items on the agenda.

(b) Governors shall receive no compensation for carrying out their duties as Governors. The Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend meetings. Governors are not restricted from being remunerated for professional services provided to the Corporation; provided, however, that such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

**5.05 Resignation and Removal:** (a) A member of the Board of Governors may resign by giving notice in writing to the Secretary of the Board.

(b) Any Governor who shall fail to attend three (3) consecutive meetings without a valid excuse may be removed for cause by a two-thirds vote of the remaining Governors. The President is empowered to excuse Governors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse him/herself from meeting attendance and in that case, the Board Vice President shall excuse the president.

(c) Any Governor who violates the conflict of interest policy of the Corporation, or for other good cause including, but not limited to, misfeasance, malfeasance, conviction of a felony or financial misdemeanor, or other good cause shown under Florida law, may be removed by a two-thirds vote of the remaining Governors. Before any meeting of the Board at which a vote on removal will be made the Governor in question shall be given electronic or written notification of the intention to discuss her/his case and shall be given the opportunity to be heard at a meeting of the Board.

**5.06 Quorum:** Fifty-one percent (51%) of the total number of Governors then in office shall constitute a quorum to transact business.

**5.07 Manner of Acting:** (a) Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. Governors present who are required to recuse themselves on a specific motion shall not be counted in determining a majority for a vote on such motions but shall be counted to determine the existence of a quorum.

(b) Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Governors may participate in a regular or special meeting through the use of any means of communication by which all Governors participating may simultaneously hear each other during the meeting including, in person, internet video meeting or by telephonic conference call.

**5.08 Annual Meeting:** The date, time and place of the annual meeting of the Board of Governors shall be set by the President and shall be held within two weeks following the Annual Membership Meeting. Nothing shall prevent conducting the Board annual meeting immediately after the conclusion of the Annual Membership Meeting. At the Annual Meeting, the Governors shall elect a president, vice president, secretary and treasurer. They shall also set the date, time and place of their regular meetings.

**5.09 Regular Meetings:** The Board of Governors shall meet not less than 4 times a year (once every three months), at the offices of the Corporation unless changed by the President. Notice of the meeting shall be posted at the offices of the Corporation or on the Corporation's website at least three (3) days before the meeting. The failure to give notice shall not invalidate the



action of the Board at the meeting provided notice is given for the following meeting and the action taken at the prior meeting is ratified by the Board.

**5.10 Special Meetings:** Special meetings may be called by the President or by three Governors. Notice of the date, time and place of such meetings shall be given by the Secretary to each Governor not less than 48 hours before the meeting, unless exigent circumstances exist in which case the President may waive such advance notice. The Governors also shall be given notice by electronic mail (if provided to the Secretary). The failure to give notice shall not invalidate any action taken at such meeting provided notice is given for the following regular meeting of the Board and the action taken at the special meeting is ratified by the Board.

**5.11 Vacancies:** The Board of Governors may fill vacancies due to the expiration of a Governor's term of office, resignation, death, or removal or may appoint new Governors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the Board due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Governor being replaced. The Board shall not appoint a replacement to fill a vacancy with a regularly scheduled director or teacher, unless such person ceases to direct or teach as set forth in Section 5.03.

**5.12 Informal Action By The Board of Governors:** Any action required or permitted to be taken by the Board of Governors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Governors to use email to approve actions, as long as a quorum of board members gives consent. Any such action pursuant to this Section shall be reported at the next regular or special meeting of the Board and communicated to the membership.

**5.13 Committees:** (a) The Board of Governors may, by resolution adopted by a majority of the Governors then in office, designate one or more committees, each consisting of one or more Governors and such others from the membership as are recruited and agree to serve, all at the pleasure of the Board. Standing committees are:

- (i) Appeals and Ethics;
- (ii) Finance/Budget/Audit;
- (iii) Building and Grounds;
- (iv) Nominating.

(b) *Special Provisions Relating to the Nominating Committee:* The Nominating Committee shall be formed no later than one week before the meeting to be held in October or other fourth calendar quarter meeting of the Board of Governors. This committee will include not more than four (4) non-Board members. The Board shall seek to appoint members from among

both the open and limited point games so as to provide the broadest possible representation of the membership on this committee. No person who is a game director or teacher barred from running for the Board may serve on this committee. The committee shall establish a “willingness to serve” slate of nominees before presenting them to the Board by the earlier of three (3) business days before the December Board meeting or three (3) business days before the end of the calendar year.

(c) *Special Provisions Relating to Finance/Budget/Audit Committee:* The financial records of the Corporation shall be audited by the Finance/Budget/Audit Committee at the close of each fiscal year. The audit report shall be presented to the Board of Governors no later than the first Board meeting during the second quarter of the fiscal year.

(d) Any committee, to the extent and only to the extent provided in the resolution of the Board, shall have all the authority of the Board, if any, except that no committee, regardless of Board resolution, may:

- (i) take any final action on matters which also requires Board members' approval or approval of a majority of all members; or
- (ii) fill vacancies on the Board of Governors or to any committee which has the authority of the Board; or
- (iii) amend or repeal Bylaws or adopt new Bylaws; or
- (iv) amend or repeal any resolution of the Board of Governors which by its express terms is not so amendable or repealable; or
- (v) appoint any other committees of the Board of Governors or the members of these committees; or
- (vi) expend corporate funds to support a nominee for Governor; or
- (vii) approve any transaction to which the Corporation is a party and one or more Governors have a material financial interest; or
- (viii) between the Corporation and one or more of its Governors or between the Corporation or any person in which one or more of its Governors have a material financial interest.

**5.15 Meetings of Committees:** Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the Governors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Governors and its members,

except that the time for regular meetings of committees may be determined either by resolution of the Board of Governors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Governors. All notices of meetings of committees shall be given all Board members who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Governors may adopt rules for the governing of the committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI OFFICERS**

**6.01 Officers:** The officers of the Corporation shall be a Board President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Governors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Governors may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

**6.02 Term of Office:** Each officer shall serve a one-year term of office and may serve consecutive terms; provided, however, that the President shall not serve more than three (3) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

**6.02 Removal and Resignation:** The Board of Governors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**6.03 Board President:** The Board President shall be the chief volunteer officer of the Corporation. The Board President shall lead the Board of Governors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Governors, and shall perform all other duties incident to the office or properly required by the Board of Governors.

**6.04 Vice President:** In the absence or disability of the Board President, the ranking Vice-president or vice-president (if more than one) designated by the Board of Governors shall

perform the duties of the Board President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Governors or the Board President.

**6.05 Secretary:** The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Governors and committees of Governors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Governors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Governors or the Board President. The Secretary may appoint, with approval of the Board, a Governor to assist in performance of all or part of the duties of the Secretary.

**6.06 Treasurer:** The Treasurer shall be the lead Governor for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Governors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Governors on a timely basis or as may be required by the Board of Governors. The Treasurer shall perform all duties properly required by the Board of Governors or the Board President. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff or membership to assist in performance of all or part of the duties of the Treasurer.

**6.07 Non-Director Officers:** The Board of Governors may designate additional non-voting officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation. Such offices may include but not be limited to: Director of Bridge Operations; Director of Non-Bridge Operations.

## **ARTICLE VII CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED FINANCIAL AND OPERATIONAL MATTERS**

**7.01 Fiscal Year:** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

**7.02 Fees and Dues; Employee Compensation:** (A) Initiation fees, annual or partial year dues, game fees, class fees and any other fees, shall be determined by the Board of Governors. The initiation fee is due and payable at time of application for membership. Annual dues are payable no later than January 30th, of each year. Partial year, game fees and other fees shall be due

and payable as determined by the Board of Governors. Contributions for the general support of the Corporation or for specific purposes approved by the Board of Governors may be accepted from individuals or other lawful entities.

(b) All full-time, part-time or occasional employee compensation including, but not limited to directors and bridge teachers, and all fringe benefits, if any, shall be set and determined by the Board of Governors.

**7.03 Contracts and other Writings:** Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

**7.04 Checks, Drafts:** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board. All transactions exceeding Ten Thousand Dollars (\$10,000.00) shall be made or effected only with the knowledge of the Treasurer and consent of two officers, one of whom may be the Treasurer.

**7.05 Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board or a designated committee of the Board may select provided that such or instruments or accounts are backed by the full faith and credit of the U.S. Government including but not limited to the FDIC.

**7.06 Loans:** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. In each instance such authority shall be confined to specific needs or purposes. All borrowing in excess of Ten Thousand Dollars (\$10,000) in a single transaction or for a single purposes shall require the approval of both the Board of Governors and the membership at a Special Meeting called for that purpose.

**7.07 Indemnification:** (a) *Mandatory Indemnification.* The Corporation shall indemnify a Governor or former Governor, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Governor of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) *Permissible Indemnification.* The Corporation shall indemnify a Governor or former Governor made a party to a proceeding because he or she is or was a Governor of the

Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) *Advance for Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the Governor, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the Governor, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

(d) *Indemnification of Officers, Agents and Employees.* An officer of the Corporation who is not a Governor is entitled to mandatory indemnification under this article to the same extent as a Governor. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Governor consistent with Florida law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

**7.08 Books and Records:** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Governors (including the Annual and all Special Meetings), a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

**7.09 Conflict of Interest:** The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

**7.10 Nondiscrimination Policy:** The officers, Governors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

**7.11 Counter-Terrorism and Due Diligence Policy:** In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Corporation shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with records and financial proof of how the funds were utilized. Although adherence and compliance with the US

Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the Corporation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. The Corporation shall also comply and put into practice the federal guidelines, suggestion, laws and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

**7.12 Document Retention:** (a) *General Guidelines.* Records should not be kept if they are no longer needed for the operation of the Corporation or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, the Board may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) *Exception for Litigation Relevant Documents.* The Corporation expects all officers, Governors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, Governors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Corporation informs you, that corporate records are relevant to litigation, or potential litigation (*i.e.*, a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. This exception supersedes any previously or subsequently established destruction schedule for those records.

(c) *Minimum Retention Periods for Specific Categories of Records.*

(i) *Corporate Documents.* Corporate records include the Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(ii) *Tax Records.* Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax

records should be retained for at least seven years from the date of filing the applicable return.

(iii) Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(iv) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

(v) Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

(vi) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(vii) Marketing and Sales Documents. The Corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(viii) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (*e.g.*, patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.



(ix) Contracts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(x) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(xi) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(xii) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc., should be kept permanently.

(xiii) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(xiv) Electronic Mail. E-mail that needs to be saved should be either be printed in hard copy and kept in the appropriate file or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **ARTICLE VIII TRANSPARENCY AND ACCOUNTABILITY DISCLOSURE OF FINANCIAL INFORMATION**

**8.01 Purpose:** By making full and accurate information about its mission, activities, finances, and governance publicly available, the Corporation's practices and encourages transparency and accountability to its members and as appropriate, the general public. This policy will:

(a) indicate which documents and materials produced by the corporation are presumptively open to members, staff and/or the public;

(b) indicate which documents and materials produced by the Corporation are presumptively closed to members, staff and/or the public; and

(c) specify the procedures whereby the open/closed status of documents and materials can be altered.

**8.02 Financial and IRS Documents:** The Corporation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, conflict of interest policy, and financial statements to the members for inspection free of charge.

**8.03 Board of Governors:** (a) All Board deliberations shall be open to the members except where the Board passes a motion to make any specific portion confidential.

(b) All Board minutes shall be open to the members once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the Board shall be open to the members following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

**8.04 Staff Records:** (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside the Corporation except the authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board when requested.

**8.05 Donor Records:** (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.

(c) Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

## **ARTICLE IX CODES OF ETHICS**

**9.01 Purpose:** The Corporation requires and encourages Governors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and

regulations. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all staff is necessary to achieving compliance with various laws and regulations. The term all laws and regulations includes those issued by the ACBL.

**9.02 Reporting Violations:** If any Governor, officer, staff or employee reasonably believes that some policy, practice, or activity of the Corporation is in violation of a law, rule or regulation, a written complaint must be filed by that person with the Board President, or the Vice-President if the violation pertains to the President.

**9.03 Acting in Good Faith:** Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to adverse action by the Board or, when appropriate civil or criminal review.

**9.04 Retaliation:** (a) A complaining person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

(b) The Corporation shall not retaliate against any Governor, officer, or employee who in good faith, has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

(c) The Corporation shall not retaliate against any Governor, officer, or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

(d) Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

(e) The President or Vice-President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

(f) This policy shall be made available to all Governors, officers, or employees and they shall have the opportunity to ask questions about the policy.

**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION OR BYLAWS**

**10.01 Amendment of Articles of Incorporation.** Any amendment to the Articles of Incorporation may be adopted by a two-thirds (2/3) vote of the Board of Governors and a majority of the members in good standing who vote (as provided in Section 4.05), at an Annual or Special Meeting called for that purpose. The quorum requirement for a Special Meeting called for this purpose shall be twenty percent (20%) of the membership.

**10.02 Bylaw Amendment:** These Bylaws may be amended, altered, repealed, or restated by a two-thirds (2/3) vote of the Board of Governors then in office at a meeting of the Board, provided, however, that no amendment shall cause the Corporation to:

(a) cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; or

(b) affect the voting rights of Governors unless that amendment is also approved by a majority of the members in good standing present who vote (as provided in Section 4.05), at any Annual or Special Meeting of the Corporation called for that purpose; or

(c) violate or be inconsistent with the Articles of Incorporation.

**CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Amended and Restated Bylaws of the Naples Bridge Center, Inc., were approved by the Corporation’s Board of Governors on December 12, 2023, and approved by the membership at its Annual Meeting on February 6, 2024, and constitute a complete copy of the Bylaws of the Corporation.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Print Name

Date: \_\_\_\_\_