

**WE LOVE PEMBROKE PINES, INC.
BY-LAWS**

ARTICLE I - CORPORATE IDENTITY

The City Commission at its meeting on November 6, 2024 approved a motion for discussion and possible action to create a Florida non-profit corporation entitled “We Love Pembroke Pines, Inc.” which is attached hereto and incorporated herein as Exhibit “A”.

The City Commission is therefore desirous of drafting the By-Laws of said non-profit corporation composed of the Pembroke Pines City Commission intended to harness the volunteer and community service efforts of high school students and other volunteers under the direction and supervision of City staff.

The non-profit corporation shall work to perform the following functions: coordinating neighborhood clean-up and offering humanitarian assistance to Citizens, residents, and properties within the City of Pembroke Pines through door-to-door or other approved community outreach support efforts; and assisting by performing special projects identified by Code Enforcement, the Recreation and Cultural Affairs Department, the Police department, and the Fire department.

The non-profit shall also participate in and assist with other City-related humanitarian or community service efforts as identified and approved by the City Manager including approved projects and efforts submitted by faith-based or community organizations; participate in public art projects, performing arts, and musical performances, communications and media projects, governmental internships, or other duties as may be assigned by the City Manager meant not to substitute collectively bargained functions, but augment them.

1.01 NAME

The name of the corporation is We Love Pembroke Pines, Inc.

1.02 CORPORATE EXISTENCE

These are the By-Laws of We Love Pembroke Pines, Inc. (herein "the Corporation"), a corporation not-for-profit organized under the laws of the State of Florida. The Articles of Incorporation were filed in the Office of the Secretary of State on _____, 2024.

1.03 CORPORATE OFFICE

The Corporation shall have its principal place of business in Pembroke Pines, Florida, and shall be located at _____, and may have such other places of business as the Board of Directors may designate from time to time.

1.04 REGISTERED OFFICE

The Corporation shall have and continuously maintain a registered office in the State of Florida, which may be changed from time to time by the Board of Directors, and shall be memorialized in its corporate records.

1.05 **NON-PROFIT OPERATION**

The Corporation shall be operated to build a better future for the City of Pembroke Pines and resources and exclusively for lawful purposes under Chapter 617, Florida Statutes, as amended (herein "Statute") as a corporation not-for-profit. No Director of the Corporation shall have any title to or interest in the corporate property or earnings in his/her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer or any member or individual.

1.06 **PURPOSE**

1.06.1 The purpose for which this corporation is formed, organized and shall always be operated for the purposes of receiving and administering funds and operating exclusively within the meaning and parameters of Chapter 617, Florida Statutes or comparable provisions of subsequent legislation. This corporation is intended to be an entity which is separate, independent and autonomous from the City of Pembroke Pines.

1.06.2 In carrying out this principal purpose, this corporation shall engage in the following activities in furtherance of one or more of the corporation's exempt purposes, which activities shall collectively constitute the character of affairs of the corporation which the corporation intends to conduct in the State of Florida:

- (1) Soliciting, receiving or generating funds from any source not inconsistent with the purposes of this corporation and soliciting, receiving or generating contributions, grants, gifts or subventions from persons, entities or any unit or agency of government;
- (2) Doing and performing any and all acts as may be necessary and/or appropriate in order to carry out the stated purposes of the corporation.

1.06.3 Pecuniary profit, gain or private advantage is not and shall not be the object of this corporation or its officers and directors. No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons.

1.06.4 The corporation shall exercise only those powers granted or permitted to not-for-profit corporations pursuant to Chapter 617, et. seq., Florida Statutes.

ARTICLE II - BOARD OF DIRECTORS

2.01 GENERAL POWERS OF THE BOARD

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, as amended, all corporate powers shall be exercised by or under the authority of the Board of Directors and the management and affairs of the Corporation shall be controlled by the Board of Directors, which is the governing body of the Corporation. The Board of Directors shall have charge, control and management of the business, property and affairs of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization which are not inconsistent with these Bylaws, the Articles of Incorporation or the laws of the State of Florida.

2.02 EMERGENCY POWERS OF THE BOARD

In anticipation of or during any emergency, if a majority of the Board of Directors cannot readily be assembled because of some event, then a majority of the Directors that can be assembled shall have the power and authority to do and perform all acts and functions, permitted for an organization under Section 617.0303, Florida Statutes, as amended, or subsequent legislation not inconsistent with these Bylaws, the Articles of Incorporation or the laws of the State of Florida.

2.03 NUMBER OF DIRECTORS

Except as otherwise provided in these Bylaws, the direction and management of the affairs shall be vested in a Board of Directors, (herein "Board of Directors"), which shall consist of a minimum of three (3) directors. The appointment of directors shall be determined as provided in Section 2.05 of this Article II.

2.04 QUALIFICATIONS OF DIRECTORS

Directors must be persons who are eighteen (18) years of age or older.

2.05 APPOINTMENT AND COMPOSITION OF DIRECTORS

The Directors of the Corporation are named in the Articles of Incorporation and shall consist of the members of the City Commission of the City of Pembroke Pines.

2.06 TERM OF OFFICE

Each Director shall serve his/her term of office so long as the Director remains in their respective position, as set forth in Article VI(F) of the Articles of Incorporation and until his/her successor shall has been duly elected and qualified.

2.07 ANNUAL MEETING

The annual meeting of the Board of Directors shall be held no later than the end of the first quarter following the close of the fiscal year, or as close thereto as may be advisable, unless changed by a unanimous vote of the Board of Directors at any meeting thereof, at such time and place as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Corporation to give seven (7) calendar days' notice of the time, place and date of the annual meeting to each director.

2.08 REGULAR MEETINGS; NOTICE

The Board of Directors shall meet at least once each year. Regular meetings of the Board of Directors shall be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each such meeting. It shall be the duty of the Secretary of the Corporation to give seven (7) calendar days' notice of the time, place and date of each regular meeting to each Director. Each Director shall agree to attend at least seventy-five percent (75%) of the total number of regular meetings held during each calendar year.

2.09 SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held whenever called by the Secretary of the Corporation upon the direction of the Chair of the Corporation, or upon the request of a majority of the Board of Directors. Special meetings may be held within or without the State of Florida.

2.10 NOTICE OF SPECIAL MEETINGS

It shall be the duty of the Secretary of the Corporation to give notice of a special meeting at least seven (7) calendar days, but not more than fourteen (14) calendar days before the scheduled date of the meeting. The notice shall be delivered personally, by first class mail, or by e-mail at the direction of the Chairperson of the Board, the Secretary or the officer or persons calling the meeting to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

2.11 COMPENSATION

Directors shall receive no compensation for their service on the Board of Directors. This shall not prevent the Corporation from purchasing insurance as provided in Article IX or from reimbursing any Director for expenses actually and necessarily incurred in the

performance of his/her duties as a Director as such expenses are authorized by the Board of Directors.

2.12 RESIGNATIONS

A Director shall be deemed to have resigned their position on the Board of Directors by resigning or otherwise being separated from their position with the City of Pembroke Pines, as set forth in Article VI(F) of the Articles of Incorporation. A resignation is effective as on the Director's final date in their capacity with the City.

2.14 FILLING OF VACANCIES

A vacancy shall remain on the Board until a successor to an outgoing Director is engaged or employed by the City.

2.15 DIRECTOR CONFLICTS OF INTEREST

2.15.1 No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his/her or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the members.

2.15.2 Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

2.15.3 The failure of a Director to disclose the nature of his/her interest to the Board of Directors shall constitute grounds for removal of the Director.

2.16 STANDING RULES

The Board of Directors shall determine parliamentary procedures to be observed during meetings. Such determination shall be passed by resolution.

ARTICLE III - EXECUTIVE AND OTHER COMMITTEES

3.01 CREATION OF COMMITTEES

The Board of Directors may, by resolution passed by a majority of the whole Board:

(a) Designate an Executive Committee, a Nominating Committee, a Finance Committee, and one or more other committees, each of which committees must have at least two (2) members;

(b) Designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee;

3.02 EXECUTIVE COMMITTEE

The Executive Committee shall consult with and advise the officers of the Corporation in the management of its affairs and may exercise, to the extent provided by resolution of the Board of Directors which creates such executive Committee, such powers of the Board of Directors as lawfully can be delegated by the Board.

3.03 OTHER COMMITTEES

Other committees shall have such functions and may exercise such powers of the Board of Directors as lawfully can be delegated, to the extent provided by resolution creating such committees.

3.04 OPERATION

The sections of these Bylaws that govern meetings, notice and waiver of notice, quorum and voting, and action without a meeting requirements of the Board of Directors apply to committees and their members as well.

3.05 MINUTES

Committees shall keep regular minutes of their proceedings and report to the Board of Directors when required or when requested by the Board.

3.06 PROHIBITED ACTIVITIES OF ANY COMMITTEES

No committee shall have the authority to:

- (a) Approve or recommend to members actions or proposals required by law to be approved by members.
- (b) Designate candidates for the office of Director, for purposes of proxy solicitation or otherwise;
- (c) Fill vacancies in the Board of Directors or any committee thereof;
- (d) Amend the Bylaws; or
- (e) Authorize or approve qualifications for members.

ARTICLE IV - OFFICERS

4.01 OFFICERS

The officers of this Corporation shall be a Chair of the Board, Secretary and Treasurer. All officers shall be chosen from the members of the Board of Directors. Any two (2) or more offices may be held by the same person. A failure to elect any of the aforesaid officers shall not affect the existence of the Corporation.

4.02 ELECTION AND TERM OF OFFICE

Officers of the Corporation shall serve until their successors have been duly elected and qualified, by the Board of Directors at its annual meeting.

4.03 RESIGNATION AND REMOVAL

4.03.1 An officer may resign at any time by delivering notice to the Board of Directors. A resignation is effective when delivered, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, then the Board of Directors may fill the pending vacancy before the effective date, if the Board of Directors provides that the successor does not take office until the effective date.

4.03.2 The Board of Directors may remove any officer at any time with or without cause by a vote of a majority of the Board of Directors at any regular or special meeting of the Board of Directors.

4.04 VACANCIES

A vacancy in any office because of resignation, removal, death or otherwise in conformance with the Articles of Incorporation, may be filled by the Board of Directors for the unexpired portion of the term or until a permanent successor is elected.

4.05 **CHAIR OF THE BOARD**

The Chair of the Board shall be the Chief Executive Officer of the Corporation. He/She shall have general executive powers, including all powers required by law to be exercised by a president of a corporation as such, as well as the specific powers conferred by these Bylaws or by the Board of Directors. The Chair of the Board shall preside at all meetings of the Board of Directors.

4.06 **SECRETARY**

The Secretary shall:

- 4.06.1 Prepare minutes of meetings of the Board of Directors and members;
- 4.06.2 Organize and supervise elections required herein;
- 4.06.3 Authenticate records of the Corporation;
- 4.06.4 Keep the minutes of the proceedings of the Board of Directors and the members in one or more books provided for that purpose;
- 4.06.5 See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- 4.06.6 Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- 4.06.7 Be the registrar of the Corporation; and
- 4.06.8 In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the Board of Directors from time to time.

4.07 **TREASURER**

The Treasurer shall:

4.07.1 Have charge and custody of, and by responsible for, all funds and assets of the Corporation;

4.07.2 In general, perform all of the duties as may be assigned to him by the Chair of the Board or by the Board of Directors from time to time. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

4.08 DELEGATION OF DUTIES

In the case of the absence of an officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers and duties of such officer to any other officer or officers or to any Director or Directors or to any other individual or individuals.

4.9 SALARIES OF OFFICERS

4.09.1 By resolution of the Board of Directors, the officers may be paid their properly documented, reasonable expenses incurred in connection with the performance of their duties as officers, if any.

4.09.2 The officers of the Corporation shall not be entitled to any compensation for services rendered in their capacity as officers to the Corporation.

ARTICLE V - EXECUTION OF INSTRUMENTS

5.01 AUTHORITY FOR EXECUTION OF INSTRUMENTS

Formal contracts of the corporation, promissory notes and other evidences of indebtedness and other corporate documents shall be signed by the Chair and by the Secretary or Treasurer unless otherwise specifically determined by the Board of Directors, or otherwise required by law. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

ARTICLE VI - FISCAL YEAR

6.01 FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day in September of each year.

ARTICLE VII - CORPORATE RECORDS, REPORTS AND SEAL

7.01 RECORDS

The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by any committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain accurate accounting records. The Corporation shall maintain its records in written form or in some other form capable of conversion into written form in compliance with State Law.

7.02 ANNUAL REPORTS

On or after January 1 and on or before July 1 of each year, the Corporation shall deliver to the Florida Department of State for filing a sworn annual report, on such forms as the Department of State may prescribe and containing such information as is prescribed by law. Similar reports shall be filed as required by law in those jurisdictions other than the State of Florida where the Corporation may be authorized to transact business.

7.03 FINANCIAL STATEMENTS

7.03.1 Unless modified by a resolution of the members not later than four (4) months after the close of each fiscal year, the Corporation shall prepare a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year and a profit and loss statement showing the results of the operations of the Corporation during its fiscal year.

7.03.2 Upon the written request of any member, the Corporation shall mail to such member a copy of the most recent such balance sheet and profit and loss statement.

7.03.3 The balance sheet and profit and loss statements shall be filed in the registered office of the Corporation in this State, shall be kept in conformance with applicable state and federal laws, and shall be subject to inspection during business hours by any member, in person or by agent.

ARTICLE VIII - PROHIBITED ACTIONS AND ACTIVITIES

8.01 DIVIDENDS PROHIBITED

The Board of Directors of the Corporation may not declare or pay dividends in cash or property to any member, Director or officer, and no part of the net income of the

Corporation shall otherwise be distributed to or inure to the benefit of any member, officer or Director, for furtherance of purposes other than those set forth in the Articles of Incorporation.

8.02 LOANS PROHIBITED

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, or prohibited by the Corporation under Florida law may not be made by the Corporation to its Directors, officers, employees, or to any other corporation, firm, association, or other entity in which one or more of its directors, officers, or employees is a director, officer, or employee or holds a substantial financial interest. A loan made in violation of this Section is a violation of the duty to the Corporation of the Directors and officers authorizing it or participating in it, by the obligation of the borrower with respect to the loan may not be affected hereby.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

9.01 INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes. If the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, is hereinafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers then the personal liability of a director or officer of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, as so amended from time to time.

9.02 INSURANCE

The Corporation may purchase and maintain insurance on behalf of any Director, officer, employee or agent of the Corporation, or on behalf of any person serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such corporation, whether or not the corporation has the power to indemnify that person against liability for any of those acts.

ARTICLE X – AMENDMENT AND DISSOLUTION

10.01 AMENDMENT

These Bylaws may be altered, amended or repealed by an affirmative vote of no less than a majority of the Directors present at a duly noticed Regular or Special meeting of the Board of Directors at which a quorum is present, provided that written notice of the amendment and its contents shall have been mailed and/or e-mailed to each Director at least fifteen (15) days prior to the Regular or Special meeting.

10.02 DISSOLUTION

The Corporation may be dissolved without judicial supervision by adopting a resolution to dissolve, which must be approved by the Board of Directors and by its members, as provided in these Bylaws or Articles of Incorporation. In the event of dissolution, the residual assets of the corporation shall be turned over in accordance with Chapter 617, Florida Statutes.

ARTICLE XI - NON-STOCK BASIS

11.01 NON-STOCK BASIS

This corporation shall have no capital stock.

ARTICLE XII - CORPORATE SEAL

12.01 FORM

The seal of the Corporation shall have the name of the Corporation, the State, the year of its incorporation and the words "Corporate Seal" inscribed thereon.

These Bylaws for We Love Pembroke Pines, Inc. are hereby adopted by the Board of Directors on _____, 2024.

PRESIDENT

Attested and Certified:

SECRETARY