

**BYLAWS OF
THE
PENSACOLA JEWISH FEDERATION, Inc.**

ARTICLE I-NAME

The name or title by which this corporation is to be known in law is: Pensacola Jewish Federation, Inc. Herein referred to as the “Federation”.

ARTICLE II-PURPOSE AND MISSION

The Mission of the Federation is as follows:

The Pensacola Jewish Federation helps support a network of social and humanitarian agencies in Pensacola, the United States, the State of Israel and communities around the world. We strive to provide a common voice for our local Jewish Community.

We are here for the children, the elderly and other Jews in our community and throughout the world.

We encourage members to enjoy being apart of a dynamic Jewish Community and invite the unaffiliated to learn all our community has to offer.

We strengthen the connection of all Jews to one another by nourishing Jewish identity, fellowship, community and continuity.

The Pensacola Jewish Federation is integral to the Jewish community in Pensacola and is a link in the Jewish chain around the world.

The Pensacola Jewish Federation’s mission is deeply routed in fundamental Jewish precepts: our responsibility to one another and our commitment to tzedakah (charity) and tikkun olam (repairing the world).

The Pensacola Jewish Federation, with the support of our community, helps fund social and humanitarian agencies and programs here in Pensacola, the United States, the State of Israel and 63 countries around the world.

The Pensacola Jewish Federation has been honored as one of the most successful small community fundraising and philanthropic organizations in the United States. Our board and volunteers are committed to provide funding and programming designed to effectively meet the needs of the local community and Jews worldwide

Our administrative office, located at 800 North Palafox Street, is the home of the Pensacola Mosaic Collection. This is a pictorial history and collection of artifacts from our past and present in the Pensacola Jewish Community.

The purposes for which the Federation is formed are as follows:

To further the welfare of the Jewish community; to plan for and promote the philanthropic, social, cultural and educational advancement for the Jewish community and to foster cooperation among local Jewish organizations directed toward that end.

To solicit, collect and otherwise raise money for philanthropic, social, cultural, educational and religious purposes; to contribute, disburse and distribute the income thereof for such purposes, either directly or by other organizations for the same or similar purposes and to whom a direct contribution would be tax exempt under the then existing Internal Revenue laws and regulations; to receive and hold by purchase, gift, bequest or otherwise, real or personal property and to distribute it as it may be deemed best for the promotion of the purposes of the Federation with special consideration given to the annual United Jewish Appeal Campaign.

To review and determine the obligations and effectiveness of all agencies requesting appropriations; to budget and control the disbursements to the beneficiary agencies.

To coordinate the fund raising activities of Jewish Agencies (local, national and world-wide), and to foster their cooperation.

To foster and promote cooperation and understanding between the Jewish community and the community at-large.

Notwithstanding any other provisions of these bylaws, these purposes are limited to those described in Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III-JURISDICTION

The Federation shall maintain a registered office in the County of Escambia, State of Florida.

The Federation may also have offices at such other places, either within or without the County of Escambia, as the affairs of the Federation may require

ARTICLE IV-MEMBERSHIP

Any person who has attained the age of eighteen (18) years shall be a member when her or she shall have contributed a minimum of Fifty Dollars (\$50.00) annually to a common fund set up by the Federation. He or she shall be a member of the Pensacola Jewish Federation for the twelve (12) months following such contribution.

ARTICLE V-OFFICERS

SECTION 1.

The officers of the Federation shall be the President, Vice President, Campaign Vice President (who shall be the Campaign Chairperson), Secretary, and Treasurer. All officers of the Federation shall be elected biennially by a vote of a majority of the Board of Directors present at the meeting of the Board of Directors held immediately before the annual general membership meeting of the members, and such newly elected officers of the Federation shall take office immediately before the annual general membership meeting in the year the election is held. Each officer shall serve for two years or until his or her successor shall have been chosen, or until his or her death, resignation or removal in the manner herein specified. No person shall be elected to any office if not a member of the Board of Directors of the Federation; provided that officers may be elected from active general membership or from individuals who previously served on the Board of Directors of the Federation, if sufficient volunteers currently serving on the Board of Directors of the Federation are not identified and willing to serve. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause upon an affirmative vote of three-quarters (3/4) of the Board of Directors at a meeting specifically called for that purpose. Any officer elected by the Board of Directors may resign at any time by giving written notice of his or her resignation to the President, or to the Board of Directors. Any resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective. Any vacancy in any office may be filled for the remaining term by the election of a successor by majority vote of the Board of Directors.

SECTION 2.

Each officer shall have only such authority to act on behalf of the Federation, including but not limited to the authority to accept, enter into, reject, compromise or negotiate any contract claim or otherwise, as is expressly provided for in these Bylaws or in the Articles of Incorporation; provided, however, each officer shall have the authority to act on behalf of the Federation to the extent that a resolution of the Board of Directors has been adopted specifically authorizing or delegating such officer to act on behalf of the Federation, And then only to the extent expressly provided in such resolution. The foregoing notwithstanding, the provisions of this paragraph shall not preclude the Board of Directors from collectively authorizing any one or more officers to perform specific ministerial and/or administrative functions on behalf of the Federation.

ARTICLE VI-DUTIES OF OFFICERS

SECTION 1 - PRESIDENT

a. The President shall be the principal executive officer of the Federation and shall preside at all meetings of the Federation Board of Directors. The President is

Chairperson of the Executive Committee. The President shall appoint the chairpersons of each committee, with advice and consent of the Board of Directors. The President is an ex-officio member of all committees.

B. The President may create, from time to time, such special committees as may be deemed necessary to assist the Board of Directors in performing its function.

C. The President shall have the authority to sign checks, vouchers, and other orders drawn upon any bank or other depository in which the funds and securities of the Federation are deposited, except as herein provided, and to sign on behalf and in the name of the Federation all papers, documents and writings requiring the signature of the Federation except as herein otherwise provided

SECTION 2 - Vice President

A. In the absence of the President, the Vice President shall preside at any and all of the meetings of the Federation and Board of Directors. The Vice President is a member of the Executive Committee.

B. In the event of the death, resignation, inability to serve or removal of the President from office, the Vice President shall perform all of the duties of the President, and when so acting, shall have all the powers of the Office of the President, and be subject to all restrictions upon the office of the President.

C. The Vice President automatically shall succeed to the office of the President at the next election of officers at the conclusion of his or her term as Vice President.

D. The Vice President shall perform such duties as are assigned by the President or are required by the Board of Directors.

SECTION 3 - Campaign Vice President

a. The Campaign Vice President shall be the Annual Campaign Chairperson.

b. The Campaign Vice President shall coordinate the Annual Campaign or perform other duties as assigned by the President or required by the Board of Directors. The Campaign Vice President shall attend all meetings of the Federation and the Board of Directors, and is a member of the Executive Committee. In the absence of the Vice President, the Campaign Vice President shall preside at any and all meetings of the Federation Board of Directors.

SECTION 4 - Secretary

A. The Secretary shall attend all meetings of the Federation, of the Board of Directors and of the Executive Committee, and shall keep written minutes of such meetings in the Federation Minutes Book.

B. The Secretary shall see that due and proper notice is given of all meetings of the Federation and of the Board of Directors, and shall perform such other duties as he or she may be required to perform by the President.

C. The Secretary shall be the custodian of the Federation Records, the corporate seal and whatever surety bonds are required.

D. The secretary shall have the authority to join the President, when required, in signing the name of the Federation to all papers, documents and writings requiring the signature of the Federation. The Secretary shall keep the seal of the Federation and affix the seal to such official documents, records, papers as may be required.

SECTION 6 - Treasurer

A. The Treasurer shall attend all meeting of the Federation, of the Executive Committee and the Board of Directors.

B. The Treasurer shall oversee the receipt of all monies and deposit the same in the name of and to the credit of the Federation in such depositories as may be designated by the Board of Directors or through its duly appointed finance committee and shall oversee the payment of bills and shall make an annual report and such other reports in a manner prescribed by the Board of Directors.

C. The books of the Treasurer shall at all times be open to the inspection of the Board of Directors or its designated representatives.

ARTICLE VII-BOARD OF DIRECTORS

SECTION 1

The Federation shall be governed by a Board of Directors, which shall meet at least ten times a year. The Board of Directors shall have general charge and direction of the property and affairs of the Federation, subject to such restrictions as may be imposed by law, by the Articles of Incorporation, or by these Bylaws.

SECTION 2

A. The Board of Directors shall be comprised of not less that fifteen (15) nor more than twenty-five (25) Directors elected by the general membership. Each member of the Board of Directors shall serve for terms of three (3) years. All officers and the immediate past President of the Federation shall be members of the Board of Directors.

B. In the event of the death, resignation, removal or withdrawal of any one of the elected Directors, a successor shall be elected by majority vote of the Board of Directors to fulfill the remaining term.

C. If a member of the Board of Directors misses three (3) consecutive meetings of the Board of Directors without a reasonable excuse, the Board of Directors may remove such member from the Board by action of an affirmative vote of three-quarters (3/4) of the members of the Board of Directors at a special meeting called for that exclusive purpose.

D. Honorary Board members may be recommended and approved by the Board of Directors. No honorary member shall be entitled to vote at any meeting of the Federation's Board of Directors and shall not be included within the maximum number of fifteen (15) members of the Board of Directors. Honorary members shall act in an advisory role.

E. The Rabbis of each synagogue, temple and military installation within Escambia, Santa Rosa and Okaloosa Counties, Florida, and each President of any such synagogue, temple and military installation chapel shall be recommended and approved as members of the Board of Directors.

G. Any Director may resign at any time by giving notice to the President of the Board of Directors. Such resignations shall take effect at the time of receipt thereof, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

H. Directors in their capacities as such, shall receive no compensation for their services.

I. Any Director may be removed, with or without cause, by action of an affirmative vote of three-quarters (3/4) of the members of the Board of Directors at a special meeting called for that exclusive purpose.

J. A Director of this Federation who is present at a meeting of its Board of Directors or a committee of the Board of Directors, at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he or she (i) objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting specified business at the meeting, or (ii) votes against such actions or abstains from the action taken.

SECTION 3

A. The Board of Directors shall endeavor to hold regular meetings of the Board at least ten (10) times per year for conducting regular business of the Federation, or as frequently as the Board shall determine to be appropriate. Special meetings of the Board of Directors may be called by the President or by any eight members of the

Board of Directors by giving seven (7) days written notice of the time, place and purpose of the meeting to all members of the Board of Directors; however, in the event of an emergency or extraordinary meeting of the Board of Directors, two (2) days written notice of the time, place and purpose of the meeting shall be sufficient. Eight directors, then serving, shall constitute a quorum for the transaction of business, at any meeting of the Board of Directors. The actions of the majority of those Directors present at a meeting at which the quorum is present, shall be the actions of the Board of Directors, unless provided otherwise herein or in the Articles of Incorporation.

B. The Board of Directors shall be responsible for the approval of the budget of the Federation and shall be responsible for approving allocation of funds to the beneficiaries of the Federation and may establish written policies and perform each and every act necessary for the operation of the Federation.

C. The Board of Directors may employ an Administrative Director and such other employees as from time to time may be required, and shall fix the salaries of said individuals. Within its sole discretion, the Board of Directors may require an Administrative Director or its officers or employees of the Federation to give a surety bond for the faithful discharge of their duties and the premium thereof shall constitute an administrative expense of the Federation.

SECTION 4

A. The Board of Directors shall require the President to create from time to time such special committees as it, in its sole discretion, deem necessary to assist in performing its functions.

B. All committees shall report to the Board of Directors when requested to do so by the President or the Board of Directors.

SECTION 5

A quorum of the Board of Directors of the Federation shall be eight (8) members of such board. A majority vote of the members of the Board of Directors whose presence at a meeting constitutes a quorum shall be necessary in order for any decision or action taken during the meeting to be valid and binding. In the event that a quorum is not present, in any duly called meeting of the Board of Directors, then those present at such meeting shall conduct the meeting, but no motions shall be made or voted upon.

ARTICLE VIII-COMMITTEES

SECTION 1

The chairperson of each committee shall be appointed by the President with approval of a majority of the elected members of the Board of Directors. Each standing committee shall consist of a chairperson and at least three (3) members appointed by the chairperson with the approval of the Board. The Board shall recognize the necessity of committees, Standing, Ad Hoc, or Advisory in the ongoing furtherance of the purposes of the Federation. The Board shall utilize a committee to deal with matters in greater depth, sensitivity and efficiency when a majority of the Directors feel it is necessary. The President of the Federation, as an ex-officio member of all committees may, at his or her sole discretion, attend any committee meeting of this Federation.

SECTION 2

The following standing committees of the Federation are hereby established:

- 1. Allocations**
- 2. Nominating**
- 3. Social Action**
- 4. Programming**
- 5. Missions**
- 6. Executive**
- 7. Financial**

SECTION 3

A. Members of the Allocations Committee shall be appointed by the President and approved by the Board of Directors for the Federation. The Vice President of the Federation shall serve as the chair of the Allocations Committee. The Allocations Committee shall study the merits of the activities of local, national and international agencies requesting funds from the Federation and shall recommend by majority vote to the Board of Directors the amount that is to be given to these agencies, whether local, national or international.

B. Procedures for approval of allocations:

1. Within 60 days prior to the beginning of the forthcoming fiscal year, the Allocations Committee shall make recommendations to the Board of Directors as to the disposition of the sum established under the allocations line item in the Federation's comprehensive annual budget for that fiscal year. To the extent practical, the Allocations Committee's recommendations shall identify each specific

agency to whom a gift is recommended, the amount of the gift and the approximate date during the fiscal year when the gift is recommended to be made. The annual campaign income line shall be based on a reasonable expectation, but not greater than ten (10) per cent of the latest realized campaign income. The recommendation of the Allocations Committee shall be furnished to the entire Board at least 10 days prior to the meeting of the Board of Directors during which the recommendation will be considered by the Board.

2. Within 45 days of the beginning of the Federation's fiscal year, the Allocations Committee shall schedule a meeting open to the general membership of the Federation, after a minimum of 15 days notice published in the Federations Newsletter, and web site.

3. During the initial meeting, the Allocations Committee shall review the past year's allocations and discuss suggestions for revisions thereto. Those suggesting new agencies for funding will be asked to assist the Allocations Committee, if possible, by providing appropriate information for assessment of the proposed agency's merits.

4. The Allocations Committee will summarize and approve its finding by simple majority vote of its members. The Allocations Committee's findings and recommendations will then be submitted to the Board of Directors of the Federation for its review, revision if any, and approval. The approved allocations schedule shall be transmitted via mail and in email form to the general membership.

5. The Allocations Committee schedule as approved by the Board of Directors shall be incorporated into the comprehensive annual budget as sub-line item entries within the general allocations expense line item.

SECTION 4

A. The Nominating Committee shall consist of no less than three (3) and no more than five (5) members to be nominated by the President and confirmed by the Board of Directors.

B. The Nominating Committee shall nominate the slate of Directors to be presented to the general membership at the annual meeting and shall nominate at least one (1) person for each vacancy to be filled.

C. The slate of directors to be presented by the Nominating Committee to the general membership shall be made known by appropriate publicity to the general membership at least fifteen (15) days prior to the annual meeting. Additional nominations for any director may be made by submitting a nomination petition by a Federation member which contains at least fifteen (15) Federation member signatures.

SECTION 5

The Social Action Committee of the Federation is charged with the responsibility for investigating social issues of import to the members of the Federation in the Northwest Florida Jewish Community. The Committee shall report on these investigations to the Board of Directors of the Federation and recommend appropriate responses. The Committee's responsibilities include long term investigations of general issues and responsible reaction to topical issues which may arise from time to time. In support of these responsibilities, the Committee is authorized to organize educational sessions, publish single emergency letters, sponsor educational programs, and organize and mobilize the community to respond to particular issues. It will also be the responsibility of the Committee either on its own initiative, or upon request of the Board of Director to draft and with the Board of Directors' approval, publish position statements on relevant issues. Minority positions will be considered on a case by case by case basis.

SECTION 6

The Programming Committee shall coordinate and conduct Jewish Cultural and educational programs with the Board of Directors and all committees, as shall be appropriate, and shall coordinate and arrange functions, as scheduled and approved by the Board of Directors, which shall involve gatherings for the advancement of the Federation purposes.

SECTION 7

The Missions Committee shall, through coordination with the Campaign Vice President, plan a variety of Missions to Israel and other points and shall formulate and recommend to the Board of Directors policy regarding subsidies for all Missions.

SECTION 8

The Executive Committee shall be composed of the President, Vice President, Campaign Vice President, Secretary and Treasurer of the Federation. The Executive Committee shall have the powers of the Board of Directors and shall take all necessary action in furtherance of the objectives of the Federation (i) where it is impractical for the Board of Directors to meet and act, or (ii) as may be delegated by the Board of Directors. At the next scheduled meeting of the Board of Directors following the action taken by the Executive Committee, the President as Chairperson of the Executive Committee shall report to the Board of Directors on any actions taken. The executive committee shall not have the power to (i) amend the Articles of Incorporation or these Bylaws; (ii) elect, appoint, remove or replace an officer; (iii) select a person to become a member of the Board of Directors; or (iv) authorize any expenditures greater than one thousand (\$1,000.00) dollars. Three (3) members of the Executive Committee shall constitute a quorum sufficient for the Executive Committee to take action. All actions of the Executive Committee shall

require a majority vote of members present at a duly scheduled meeting, in order for such action to be valid and binding.

ARTICLE IX-ANNUAL MEETING

SECTION 1

The annual meeting of the members of the Federation will be held during the month of January at a time and place designated by the Board of Directors. Such meeting shall be held for the purpose of receiving reports of the outgoing officers and committees; election of the members of the Board of Directors; approving the annual budget; and transacting any and all matters presented at such time.

SECTION 2

Notice of the holding of such meeting shall be given by the Secretary, by appropriate publicity to the general membership, at least fifteen (15) days prior to the annual meeting. In addition, the Secretary shall cause notice of such meeting to be published in the newsletters and web sites of Temple Beth El, B'nai Israel Synagogue and Temple Beth Shalom at least fifteen (15) days prior to the annual meeting.

SECTION 3

Fifteen (15) members shall constitute a quorum for transacting any business at the annual meeting of the members of the federation.

ARTICLE X-FISCAL MANAGEMENT

SECTION 1 – DEPOSITORY

The depository of the Federation shall be such banks or financial institutions as shall be approved depositories by the Board of Directors, and in which monies shall be only by checks and drafts signed or approved by two (2) of President, Vice President and Treasurer, and other persons as authorized by the Board of Directors; provided, however, checks or drafts in the amount of five hundred (\$500.00) dollars or less may be signed and approved by one (1) of the President, Vice President, or Treasurer, or other persons as authorized by the Board of Directors.

SECTION 2 - FISCAL YEAR

The fiscal year for the Federation shall commence on January 1 of each year and shall end on the following December 31.

SECTION 3 - SAFEKEEPING

The investments of the Federation including, but not limited to stocks, bonds, other securities and evidence of indebtedness, shall be kept in safekeeping only in such places and only under such security as shall be approved by the Board of Directors.

SECTION 4 - ANNUAL FINANCIAL REVIEW

The financial accounts and funds of the federation shall be reviewed triennially by a certified public accountant selected by the Board of Directors. The review shall be completed within ninety (90) days from the end of the Federation's fiscal year. Within thirty (30) days of completion of the said review, the President shall cause a complete copy thereof, together with all notes and comments thereto, to be furnished to each member of the Board of Directors.

SECTION 5 - FIDELITY BONDS

Fidelity bonds may be required by the Board of Directors from all persons handling or responsible for the Federation's funds or investments. The amount and form of such bonds and the issuers thereof, shall be approved by the Board of Directors and the premiums shall be an expense of the Federation.

SECTION 6 - COMPENSATION OF OFFICERS AND DIRECTORS

No compensation of any nature whatsoever may be paid to or for the benefit of any officer or director, not shall any compensation or other remuneration be paid to any one as consideration or an exchange for services rendered to or for the benefit of the Federation by any officer or director. The forgoing notwithstanding, the Federation is authorized and empowered to reimburse an officer or director for any out-of-pocket expenses, the officer or director must first request and obtain approval of the Board of Directors before incurring the expense. No after the fact incurrence or expense shall be reimbursed.

SECTION 7 - Annual Budget

A. At least fifteen (15) days prior to the beginning of the Federation's next fiscal year, the Board of Directors must approve a comprehensive annual budget for the next year of the Federation. The said comprehensive annual budget shall include projected balance sheets and income statements, and a narrative description of the Federation's anticipated fiscal goals and actions. The comprehensive annual budget

must establish line items for all types of anticipated revenues and expenses, including a general expense designation of “allocations,” the disposition of which will be determined by the Board of Directors based upon the recommendations of the Allocations Committee.

B. The proposed comprehensive annual budget cannot be approved and adopted until it has received preliminary consideration by the Board of Directors at a duly scheduled meeting, which meeting must be held thirty (30) days prior to the meeting of the Board of Directors during which final consideration of the proposed budget may occur.

C. The Treasurer, along with such persons as the Board of Directors may designate, shall comprise the Finance Committee. The Finance Committee shall submit a proposed comprehensive annual budget to all Board members at least ten (10) days in advance of the meeting described in the preceding subparagraph B, above, at which time the budget will receive initial preliminary consideration by the Board of Directors.

D. At each Board of Directors meeting the Treasurer shall deliver or cause to be delivered to each member of the Board of Directors a report showing a comparison between the annual budget and the actual results of the operations of the Federation. This report shall include a brief narrative explaining any material discrepancies between the annual budget and the actual results of operations. With sixty (60) days following the end of the Federation’s fiscal year, the Treasurer shall deliver or cause to be delivered to each member of the Board of Directors a complete fiscal report of actual receipts and expenditures that occurred during the just completed fiscal year. The report shall show the amounts of receipts by accounts and receipt classification and shall show the amounts of expenses by accounts and expense classifications.

SECTION 8 - INDEMNIFICATION

The corporation shall indemnify, and insure, its officers, directors, employees and agents to the fullest extent permitted by law.

ARTICLE XI-BENEFICIARIES

SECTION 1 - GENERAL

Any organization desiring to receive financial support from the Federation must submit to the Board of Directors upon request:

A. A statement by its President and Secretary certifying that its governing board of Directors has voted to apply for admission as a beneficiary.

B. A detailed statement of its history, purposes and activities.

C. Any other information regarding finances, administration, services and community relationships that may be required by the Board of Directors, including, without limitation, if the recipient is not an individual, a certified copy of the certificate issued by the Treasury Department attesting to the Internal Revenue Code 501 (c) (3) tax deductible status of contributions to the organization, under the existing Internal Revenue Code and showing that it is not qualified as a private foundation.

D. A list of the officers and directors thereof.

SECTION 2 - LOCAL BENEFICIARY ORGANIZATIONS

Each local organization desiring to receive financial support shall likewise agree upon request to the following under ARTICLE XI:

A. To maintain a responsible management with the Board of Directors or administrative committee.

B. To cooperate with other agencies in preventing duplication of effort and in promotion of efficiency and economy of administration.

C. To undertake no new activities, or curtail or discontinue any activities already initiated for which Federation funds have been allowed, unless approved by the Board.

D. To accept the apportionment of funds as made by the Allocations Committee and approved by the Board of Directors.

E. To furnish the Allocations Committee, at its request, detailed statements showing all income and expenditures as well as such statements of activities as may be called for by the Allocations Committee.

F. To keep regular books of account open to inspection by a representative of the Federation

SECTION 3 - NON-LOCAL BENEFICIARIES

Each non-local organization desiring to receive financial support shall likewise agree upon request to the following under ARTICLE XI:

A. Same as Section 2 A

B. Same as Section 2 B

C. To keep the Federation informed of any new activities undertaken by it, or of the curtailment or discontinuance of activities previously undertaken with funds from the Federation, giving the reasons for such action and the changes ensuing therefrom in the financial condition of the organization.

D. Same as Section 2D

E. To furnish the Allocations Committee, or as often as called for, detailed statements showing all income and expenditures, as well as statements of program and activities in such forms as may be required.

ARTICLE XII-REMOVAL AND WITHDRAWAL

Any officer or member of the Board of Directors may be discharged and relieved from office by a three-quarters (3/4) vote of the Board of Directors at a special meeting duly called for the purpose of considering such discharge or removal. However, prior to the removal or discharge of any person, said person shall first be given the opportunity for a hearing before the Board of Directors and notice thereof shall be sent to them ten (10) days prior to the said hearing.

ARTICLE XIII-INTERPRETATION AND AMENDMENT

The Board of Directors shall have the power to interpret any provision of these Bylaws and such interpretation shall be binding and conclusive for all purposes.

The Board of Directors by an affirmative vote of a majority of the Board of Directors' total membership shall have the power to amend these Bylaws.

ARTICLE XIV-REGULAR MEETINGS OF THE BOARD

Regular meetings of the Board of Directors shall be held at such time and place as shall be fixed from time to time by the President. Notice of said meeting shall be given to each director personally by mail, telephone and email at least five (5) days prior to each meeting, but nothing contained herein shall be deemed to disallow any director's waiver of said notice.

ARTICLE XV-DISSOLUTION

All property of this Federation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of the dissolution of this Federation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable or literary

purposes and that qualify for exemption from federal income tax under provision of section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, or to the United States of America or to a state or local government for a public purpose. In no event shall any of the said assets or the property of the Federation , or proceeds of any such assets or property, upon dissolution, go or be distributed to members (unless such member qualifies as an organization described under Section 501 (c) (3) of the Internal Revenue Code of 1986), as amended, whether for reimbursement of any sums subscribed, donated, or contributed by such members, or for any other purpose.

These Bylaws were adopted in the City of Pensacola, Florida on the 11th day of November 2004. They are effective immediately upon adoption.

By the undersigned:

Charles Lisner, President

Frederick W. Levin, Vice President

Barbara Allen, Vice President, Campaign Chairperson

William Wein, Treasurer

_____, **Secretary**

_____, **Member**

_____, **Member**