

ALZHEIMER'S PROJECT, INC.
BYLAWS

Article I
Name

Section 1-Name: The name of this organization shall be Alzheimer's Project, Inc., a Florida non-profit corporation, hereinafter referred to as the Corporation.

Article II
Purpose

Section 1 - Purpose: Alzheimer's Project, Inc. is organized exclusively for charitable purposes. More specifically, the purpose of this corporation is to provide comfort, support and assistance to caregivers of and persons with Alzheimer's disease or other cognitive disorders.

Article III
Membership

Section 1 - Membership: Membership shall consist of the Board of Directors (hereinafter referred to as the "Board").

Article IV
Board

Section 1 - Board Role: The Board is responsible for overall policy and direction of the Corporation, and for acquisition of resources sufficient to support the mission and operations of the Corporation.

Section 2 - Composition: There shall be up to 15 Board members, but not fewer than 11 Board members.

- (a) Up to 10 shall be Directors at-large.
- (b) Five shall be the officers including President, President-Elect, Secretary, Treasurer, and Immediate Past President.
- (c) The Friends of Alzheimer's Project chair designee will be a non-voting member (see Article VIII).

Section 3 - Terms: All Board members shall serve two-year terms on a fiscal year basis. Directors may serve no more than three consecutive terms (total six years) before rotating off the Board for at least one year. Board membership may be extended for the purpose of service for one additional year as an officer or if it becomes necessary to stagger terms in a situation where multiple members are otherwise scheduled to rotate off the Board at the same time.

Section 4 - Meetings and Notice: The Board shall meet at least nine times per year at a time and place established by the Executive Committee. An official Board meeting requires that each Board member have written or electronic notice at least one (1) week in advance.

Section 5 - Board Elections: During the last quarter of each fiscal year of the Corporation, the Board shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a meeting of the directors, called in accordance with the provisions of these Bylaws.

Section 6 - Election Procedures: New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 - Vacancies: Should a vacancy occur before a member's term ends, the board may appoint a new board member to complete the vacant term until the end of the fiscal year. Any vacancy on the Board may be filled by the Board of Directors at any point during the year.

Section 8 - Member duties: Every Director is required to serve on one standing committee as appointed by the President, attend a minimum of seven meetings, and actively participate in fund development. A director shall request an excused absence from the Executive Committee if they are unable to attend any required meeting.

Section 9 - Resignation, Absences, and Removal: Resignation from the Board must be received through written or electronic notice to the President and recorded by the Secretary. Directors may be removed by the Executive Committee for more than two unexcused absences from Board meetings in a year. A Board member may be removed by the Executive Committee for failure to actively participate on a committee, failure to actively participate in the fund development process, or for other reasons determined detrimental to the Corporation.

Section 10- Quorum at Board Meetings: At all meetings of the Board, fifty percent of the total number of voting Board members of the Board shall constitute a quorum for the transaction of business, two of which must be Officers of the Corporation.

Article V

Meetings

Section 1 - Board Meetings: The Board shall meet monthly, if possible, but no less than nine (9) times per year.

Section 2 - Executive Committee: The Executive Committee shall meet at least nine (9) times per year.

Section 3 - Committee Meetings: Standing committees shall meet at least three (3) times per year.

Article VI

Officers and Duties

Section 1 - President: The President shall convene all meetings of the Board of Directors and the Executive Committee and shall preside or arrange for other Board members of the Executive Committee to preside at each meeting in the following order: President-Elect, Secretary, Treasurer. The President serves as an ex-officio member of all committees. The President appoints committee chairs.

Section 2 - President-Elect: The President-Elect shall chair committees on special subjects as directed by the President. The President-Elect serves as an ex-officio member of all committees.

Section 3 - Secretary: The Secretary shall be responsible for overseeing the following: keeping records of Board actions, taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

Section 4 - Treasurer: The Treasurer shall make a report at each meeting of the Board of Directors. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help create fund development plans, ensure the annual audit is conducted, and make financial information available to the Board and the public.

Section 5 - Immediate Past President: The Immediate Past President serves as a member of the Executive Committee.

Section 6 - Terms: All Officers, with the exception of the Immediate Past President, will be elected annually at the Board meeting during the last quarter of every year and shall

serve a term of one year beginning January 1 in accordance with the Corporation's fiscal year. The immediate Past President shall serve not more than one term. If the Past President is unable to serve then the Board may appoint a substitute member. The position of President may be held for no more than two consecutive terms. The new Officers shall be elected no later than the January meeting of the new fiscal year.

Section 7 - Vacancies: Any vacancy of an Officer position will be filled immediately by the Executive Committee for the remainder of the term of office.

Article VII Committees

Section 1 - Executive Committee: The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, and immediate Past President. A member at large may be appointed by the Executive Committee.

- (a) At all Executive Committee meetings, three (3) Officers shall constitute a quorum for the transaction of business.
- (b) The President may vote in order to break a tie vote.
- (c) The Executive Committee acts on behalf of the Board in all personnel matters or issues relating to the Chief Executive Officer, including contract negotiations, performance reviews, hiring and termination, etc.
- (d) The Executive Committee serves as the Finance Committee.
- (e) Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board.

Section 2 - Finance Committee: The Finance Committee shall mean and refer to the members of the Executive Committee. The Finance Committee is responsible for reviewing and providing guidance for the organization's financial matters, assuring internal controls, independent audit, and financial analysis for the organization. Specific responsibilities shall include, but not be limited to:

1. Providing direction for the entire Board for fiscal responsibility.
2. Regularly reviewing the Corporation's revenue and expenditures, balance sheet, investments and other matters related to its continued solvency.

3. Approving the annual Budget and submitting it to the full Board for approval.
4. Ensuring maintenance of an appropriate capital structure.
5. Overseeing the maintenance of Corporate-wide assets, including prudent management of Corporation investments.
6. Ensuring preparation of the annual audit and IRS tax form 990.

Section 3 - Board Development Committee: The Board Development Committee is responsible for ensuring effective Board processes and structures, committee development, implementing Board directives regarding Board composition, conducting orientation sessions for new Board members, planning Board retreats, facilitating Board evaluations, and soliciting nominees for the Board. The board Development Committee shall review the applications of members seeking to renew their terms at the end of the fiscal year and shall make recommendations to the Executive Committee prior to the election held during the last quarter of the fiscal year.

Section 4 - Event Planning Committee: The Event Planning Committee is responsible for coordinating Board participation in:

- a) the annual Gala;
- b) the annual Forget Me Not Walk;
- c) the Education and Training Conference;
- d) Purple Craze; and
- e) other fundraising events and activities.

Section 5 - Communications Committee: The Communications Committee is responsible for the planning, coordination, and implementation of the speakers' bureau, and media strategies. One committee member shall be a liaison to the Fund Development Committee.

Section 6 - Fund Development Committee: The Fund Development Committee is responsible for the planning, coordination, and implementation of strategies which support long-term financial stability of the Corporation.

Section 7 - Caregiver and Volunteer Support Committee: The Caregiver and Volunteer Support Committee is responsible for coordinating with the Friends of Alzheimer's

Project, assisting with caregiver support groups and events, volunteer in-service trainings, and the preparation of the annual volunteer appreciation dinner.

Section 8 - Ad-Hoc Committees: The President has the authority to establish Ad Hoc Committees as s/he deems appropriate.

Article VIII

Friends of Alzheimer's Project

Section 1 - Mission: There shall be an auxiliary called Friends of Alzheimer's Project whose purpose is to raise community awareness of and support for the mission and purpose of Alzheimer's Project.

Section 2 - Membership: Members of the Friends of Alzheimer's Project will be individuals who demonstrate a significant interest in the mission of Alzheimer's Project and have unique knowledge and skills which complement the knowledge and skills of the Board of Directors.

Section 3 -Role: The Friends of Alzheimer's Project will participate and assist in raising awareness of annual education and fund development events. The Friends of Alzheimer's Project may also be asked to make recommendations and/or provide key information and materials to the Board of Directors.

Section 4 - Composition: Membership of the Friends of Alzheimer's Project may vary in number, but will be no less than 15 members.

- (a) Officers shall include a Chair and a Secretary, as well as a liaison to the Board.
- (b) The Chair and the Secretary shall be selected by the Friends of Alzheimer's Project internally according to their own policies and procedures at the last meeting of the fiscal year as determined by the Friends of Alzheimer's Project.
- (c) The Secretary of the Friends of Alzheimer's Project shall be responsible for taking minutes at all Friends of Alzheimer's Project meetings, sending out meeting announcements, and distributing copies of minutes to Friends of Alzheimer's Project members and the Board of Directors and staff.
- (d) The Chair or Chair designee will be a non-voting liaison to the Board of Directors.

(e) A member of the Board Executive Committee or a designee may serve as liaison from the Board of Directors and will be a nonvoting member of the Friends of Alzheimer's Project.

Section 5 - Meetings: The Friends of Alzheimer's Project shall meet a minimum of quarterly and additionally as desired.

Article IX

Practices and Procedures

Section 1 - Liability: The Directors of the Corporation are not personally liable for the debts, liabilities, and other obligations of the Corporation. Except in those circumstances where the court finds that the Board and/or Officers, collectively or individually, acted in bad faith or in violation of the law, Directors shall not be personally liable for court awarded damages or legal costs against the Corporation. Such legal costs and damages shall be the responsibility of the Corporation.

Section 2 - Indemnification: Directors and Officers of the Corporation are indemnified to the fullest extent of the laws of the State of Florida.

Section 3 - Non-Discrimination: Directors and employees are prohibited from discriminating on the basis of race, religion, color, gender, ethnic origin, physical disability, or sexual orientation.

Section 4 - Conflict of Interest: The Corporation's integrity status requires each Board member to identify and avoid any conflict or potential conflict of interest which could compromise the objectivity and effectiveness of such member or which is detrimental to the best interest of the Corporation. Further, the Corporation's 501(c) (3) status prohibits benefit to any individuals associated with the Corporation. Any compensation made to individuals must be for specific services rendered, or to promote the tax-exempt activities of the group. Additionally, the Corporation desires to avoid even the appearance of a conflict of interest in all of its business, financial and otherwise. A financial conflict or interest is broadly defined to include a conflict by any Director, or member of a committee of the Board, with other Directors, professional employment and groups, finding sources, and vendors and members of their immediate family or significant others.

Procedure: The Director is obligated to report immediately any actual or potential conflict of interest to the President. Upon making such disclosure in any matter, whether financial or otherwise, the individuals will be absent from the Board meeting during the discussion of the matter and will not vote or otherwise use his/her influence in the matter. The minutes of the meeting will reflect the disclosure and that the member was absent during the discussion and voting required by these bylaws.

Section 5 - Rules and Procedures: Roberts Rules of Order shall be used to govern all organizational meetings.

Article X Definitions

Section 1 - The definitions in this section govern these bylaws, unless indicated otherwise within a specific bylaws section. If a term is not defined in these bylaws, the ordinary meaning of the terms shall apply.

Section 2 - Specific Definitions:

(a) "In writing" shall mean and refer to a communication made via the written word and includes, but is not limited to, a typed or handwritten writing, whether signed or unsigned, and an electronic writing via electronic or "email" transmission.

(b) "Written notice" shall mean and refer to notice of an intent by the Board, the Executive Committee, or any permanent or ad-hoc committee of the Board to take action, including, but not limited to, scheduling a meeting, taking a vote, or taking affirmative action on behalf of the particular committee or the Board.

(c) "Meeting" or to "meet" shall mean and refer the gathering of more than one person for the purpose of conducting Board or committee business necessary to carry out the Corporation's mission and shall include, but not be limited to, real time or virtual meetings by electronic or teleconference means according to the needs and ability of the Board.

(d) "Fiscal year" for the purposes of the corporation shall mean the calendar year.

Article XI
Amendments

Section 1 - Authority to Amend: These by-laws may be amended by recommendation of the Board and by a majority vote of the Board at a meeting where a quorum exists.

Section 2 - Notice: Any proposed amendments or alterations shall be submitted to the Board in writing at least 15 days prior to the meeting taking place.

Bylaws as adopted by Alzheimer's Project Board of Directors on August 22, 2013.