

Access Ready Inc.

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BYLAWS of Access Ready Inc.

ARTICLE I

Name and Principal Office

The name of this charitable educational nonprofit shall be:

Access Ready Inc. (the "Corporation").

The principal office of the Corporation shall be established and maintained at:

7780 49th Street North Executive Suite 425

Pinellas Park, FL 33781.

ARTICLE II

Inurement

This Corporation shall never have any capital stock. No part of its assets, or its earnings therefrom, shall ever inure to the benefit of any individual, except as is consistent with the Corporation's non-profit status and purposes and with maintenance of its exempt status under Section 501(c)(3) the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III

Seal

The Corporation may have a corporate seal, which shall be in circular form and have inscribed on it the name of this Corporation, the year of its incorporation, and the words "CORPORATION NOT FOR PROFIT - FLORIDA" and may use the same by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced upon any paper or document.

ARTICLE IV

Access Ready Inc

Culture, Mission, Vision, Values, and Purpose

fundamental cultural, mission, vision, values and purpose-driven compass points of Access Ready Inc. a Global nonprofit cross-disability rights advocacy organization are:

The Culture

Inspiration

We are inspired to follow in the footsteps of those who have carved out history from blank stone, in order to promote the genius and generosity of the human spirit.

Accountability

Each of us is accountable to each other and the organization as a whole for our personal and corporate commitments in real and hard terms. No person or participating entity is exempt or will be spared the realities of accountability.

Participant Success

Our participant's success is our success. Such success is based on the participant's approval and satisfaction not on our assessment.

Execution

Fundamentally execution means exposing reality and acting on it systematically through talent, capabilities, strategy, and operations. Operations carried out with rigor, intensity, and depth.

Integrity

Break the rule and you are out. No person or participating entity is exempt from the consequences of acting without integrity.

Profit

As a nonprofit, we are not in the business of making a profit for stockholders, but we are in the business of financing our mission, vision, values, and purpose. To accomplish this, we must create excess margin or a profit. It is possible to be profitable while maintaining all the compass points of an organization's culture. Access Ready looks acts and carries out its work as a nonprofit', however, Access Ready is a profit motivated, market-driven Social Enterprise triple bottom-line entity promoting the welfare of people, planet and the growth of profitability through all its operations in support of its efforts as a fundamental cultural icon.

Mission

The mission of Access Ready Inc. a global nonprofit cross-disability rights advocacy organization is to promote a policy of accessibility benefiting all people regardless of ability across information technology utilized for two-way communications.

Vision

The vision of Access Ready Inc. a global nonprofit cross-disability rights advocacy organization is a society where information technology is accessible to all people regardless of ability as a matter of course and not an afterthought.

Values

The values of Access Ready Inc. a global nonprofit cross-disability rights advocacy organization are to instill integrity, planning, consideration, and opportunity into the creation, management, and maintenance of information technology to benefit all people regardless of ability.

Purpose

The purpose of Access Ready Inc. a global nonprofit cross-disability rights advocacy organization is to educate the public and private sectors of the importance of accessible information technology to the future of all people regardless of ability.

To support this education by developing initiatives that promote policies that ensure the creation and maintenance of accessible technologies utilized for two-way communications at all levels which allow for easy use by people with the widest range of abilities possible.

To develop employment and business opportunities for people with disabilities that support its educational activities in the field of information technology and related areas. To provide consulting and educational services to buyers, developers, and users of information technology that promotes its highest and best use in society.

To promote the concept of a technologically accessible society which fosters:

Freedom of expression, speech, and worship

Freedom from fear, ignorance, and want

Freedom from dishonesty, exclusion, and immorality

Freedom of aspiration, invention, and inclusion

ARTICLE V

Membership Levels

SECTION 1. Membership Levels

The Corporation shall have Bronze, Silver, Gold, and Platinum membership levels under programs established from time to time by the Board of Directors. Any person, organization or corporation may become a member at any level they wish by complying with the requirements established by the Board of Directors. Bronze, Silver, Gold, and Platinum members will have no voting rights or responsibility for the governance and operation of the Corporation.

The titles Bronze, Silver, Gold, and Platinum may be altered by the Board of directors for marketing purposes, but shall always relate back to the powers, duties responsibilities and privileges included in this section.

SECTION 2. powers, duties responsibilities and privileges

The Board of Directors may establish the powers, duties responsibilities and privileges related to all Bronze, Silver, Gold, and Platinum members and shall establish the Corporation's expectations of all Bronze, Silver, Gold, and Platinum members. At no time shall Bronze, Silver, Gold, and Platinum members have voting, or meeting rights related to the leadership or management of the Corporation. Such voting and meeting rights are restricted to the voting members of the Board of Directors. The Bronze, Silver, Gold, and Platinum members may have the ability to participate by invitation in standing committees established for the purpose of input into the Board of Directors who may or may not accept or implement the input given by these standing committees.

SECTION 3. Qualifications for Bronze, Silver, Gold, and Platinum Members

The Board of Directors may establish programs and qualifications for participation as a Bronze, Silver, Gold, and Platinum Member.

The fees related to membership may be adjusted from time to time as deemed necessary by the Board of Directors.

SECTION 4. Termination/Removal of Bronze, Silver, Gold, and Platinum Members

The Board of Directors may, by a vote of a majority of the Directors present at a meeting of the Board, remove any Bronze, Silver, Gold, and Platinum member whenever, in its judgment, the best interests of the Corporation would be served thereby.

ARTICLE VI

The Board of Directors

SECTION 1. Powers

The business of the Corporation shall be managed, and its corporate powers shall be exercised by its Board, except as otherwise provided herein, by statute or by the Articles of Incorporation. These powers include, but are not limited to:

- A. To amend the Articles of Incorporation and Bylaws.
- B. The engagement or dismissal of an accounting firm to conduct an audit when the board deems it necessary.
- C. To appoint and remove legal counsel.
- D. To remove any Bronze, Silver, Gold, and Platinum Member or Director with or without cause.
- E. To dissolve the Corporation.
- F. Oversee and direct the management of the operations and affairs of the Corporation.

G. Establish policies and procedures and the safekeeping, maintenance and use of its assets.

H. Elect its officers, and upon the affirmative vote of two-thirds of the Directors, add or remove Directors.

I. Authorize expenditures in accordance with corporate policies and procedures.

J. The engagement or dismissal of a Chairperson and Chief Executive Officer (Chair-CEO) as an employee or under a management contract to serve at the pleasure of the Board.

K. Establish corporate employment policies and procedures which provide for the engagement of other necessary staff or contractors and determination of employee or contractor compensation and benefits.

L. Review and approve all Budgets, and establish corporate financial policies and procedures including, without limitation, a schedule of reports to the Board.

M. Establish and empower, as deemed appropriate, all Committees of the Board including Standing and special purpose committees, and appointment of all Chairpersons and members thereto. The Board may, in its discretion invite any person whether a member of the Board of Directors or not to join the Standing Committee or form advisory or special purpose committees in order to draw upon particular abilities or expertise of the committee members.

N. By majority vote, increase the number of Directors and/or add ex officio Directors based upon criteria established by the Board. Ex officio Directors shall not be authorized to vote but shall be able to be nominated or elected an officer of the Corporation.

O. Carry out all other corporate powers authorized under Florida law unless specifically excluded herein.

SECTION 2. Term

Each of the Members of the Board of Directors shall serve an indefinite term except as otherwise provided in these bylaws. The Board of Directors

shall retain full authority to replace any Director in the event of resignation, removal from office, misconduct or death except as otherwise provided in these Bylaws.

SECTION 3. Compensation

Directors may be compensated for their services as Directors as well as for serving the Corporation in other capacities and the Board shall have authority to pay such compensation. Directors may also be paid their reasonable and necessary expenses, if any, in connection with their service on the Board. Directors serving the Corporation in other capacities as employees or contractors may receive compensation as approved by the Board of Directors provided the director serving in such other capacity recuse themselves from voting on any matter related in any way to their compensation. Ex-officio members of the Board of Directors chosen to fill an officer's position such as Secretary or Treasurer may be compensated for their professional services.

SECTION 4. Presumption of Assent

A Director who is present at a meeting of its Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he-he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

SECTION 5. Removal and Number of Directors

A. Removal by Board of Directors

1. For Cause.

A Director may be removed for cause by the other Directors upon a two-thirds vote

of the Directors at a meeting called for that purpose, or at a regular meeting of the Board when prior written notice is given to the Directors in accordance with the Notice requirements of these Articles.

2. Automatic.

A Director shall be automatically removed from office if convicted of a felony or other crime involving theft, fraud, or moral turpitude when in the majority view of the members of the Board, such removal is appropriate.

3. Unexcused Absences.

Any Director with three (3) or more consecutive unexcused absences from Regular Meetings of the Board and/or meetings of the Committee(s) to which the Director is assigned, may be subject to removal for cause as provided above, subject to the following: prior to taking a vote for removal under this provision, the Corporation shall notify the respective director and offer the director an opportunity to implement a corrective action plan and to advise the Directors of same.

4. Number of Directors.

In compliance with Florida law, at no time shall there be less than three (3) Directors. The Board of Directors shall consist of up to twenty-four voting members and three non-voting members.

"(President) Chair-person, who shall also be the Chief Executive Officer of the Corporation. In addition, the Corporate Secretary and the Treasurer shall be nonvoting members of the Board but counted in the establishment of a quorum. The Board of Directors shall have the power to increase the number of voting members of the Board of Directors upon a two-thirds vote of the Directors at a meeting called for that purpose, or at a regular meeting of the Board when prior written notice is given to the Directors in accordance with the Notice requirements of these Articles.

SECTION 6. Vacancies on the Board

Any vacancy occurring among the Directors may be filled at the discretion of the Board of Directors. The Board of Directors shall act as a nominating committee to fill open seats as needed and the Chairperson shall direct the presentation of candidates for the open seats as needed.

SECTION 7. Directors, officers, titled leaders, agents, Conflict of Interest

No contract or other transaction between this Corporation and one or more of its Directors, officers, titled leaders, agents, or any other Corporation and one or more of its Directors, officers, titled leaders, or agents, or any other corporation, firm, association or entity in which one or more of the Directors, officers, titled leaders, or agents who are financially interested, shall be either void or voidable because of such relationship or interest or because such Directors, officers, titled leaders, agents, are present at the meeting of the Board or a committee thereof which authorizes, approves, or ratifies such contract or a transaction or because his or her votes are counted for such a purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board 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; or

B. The fact of such relationship or interest is disclosed or known to the Directors and the Directors authorize, approve or ratify such contract or transaction by a 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. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction.

SECTION 8. Committees

The Board of Directors by resolution passed by a majority of the whole Board, may establish one or more standing committees which, to the extent provided in such resolution, shall have and exercise all of the authority of the Board, except that no such committee shall have the authority to take any actions prohibited to such committees by the Florida Statutes or prohibited by the Articles of Incorporation. The Board may also establish one or more informal and/or advisory committees made up of Directors and/or other persons for the purpose of accomplishing specific, limited tasks, and require that such committees report accomplishments and/or findings to the Board as provided in the charge.

SECTION 9. Permanent standing Committees

A permanent standing committee shall be established under the title of "Executive Management Committee" to advise the Chair-CEO on matters related to the management of the corporation and he/she shall seek their direction and input on matters he/she considers to be of major importance or matters that have a fiscal impact over \$5,000.00 (five thousand dollars) annually.

This permanent standing committee shall consist of the Chair-CEO, Vice-Chair, Secretary, Treasurer-CFO, and at least one other member of the Board at the Chair-CEO's discretion.

Permanent standing committees may be established for Bronze, Silver, Gold, and Platinum Members, and may meet by electronic or other means at least once a quarter. These standing committees shall be chaired by the Chair-CEO of the Corporation who shall publish the agenda, call the meetings and report to the Board of Directors on the deliberations of these committees. These standing committees are established to gather input and have no direct rights in relation to the leadership or management of the Corporation.

Each voting member of the Board of Directors shall hold the title of Chair of a particular permanent standing committee related to the expertise they bring to the Board. As the Chair of such a committee the member may invite and appoint other outside experts to serve on said committee at their discretion. Any Board member who serves a full four years at the beginning of their tenure shall have the Chair of said committee permanently named in their honor. In the case of a Board member who dies while in office the Chair shall retain their name in perpetuity. Any Board member who is removed for cause or under an action related to an automatic removal shall have their name stricken from the Chair of said committee.

Section 10. Non-disclosure non-compete

Any person who accepts a position on the Board of Directors or a committee of the Board as either a voting, non-voting or Ex-officio member

shall be deemed to be working under a non-disclosure non-compete relationship understanding with the corporation whether they have signed a separate non-disclosure non-compete agreement or not.

The Board of Directors shall utilize all legal remedies should any voting, non-voting or Ex-officio member violate this understanding and cause damage to the corporation.

ARTICLE VII

Meetings of the Board of Directors

SECTION 1. Place of Meetings

Meetings of the Board, regular or special, may be held at the principal office of the Corporation or at any place within or without the State of Florida that a majority of the Board of Directors may from time to time select. Meetings of the Board of Directors and its committees may be held through telecommunications or other electronic media as directed by the Board of Directors.

SECTION 2. Annual/Regular Meetings

The Board shall hold an annual meeting in June of each year to elect officers and consider other business that may properly be brought before the meeting including, but not limited to, budget documents, strategic planning, and Committee reports and recommendations. The Board shall call the annual meeting for such a date, time, place and/or telecommunications-electronic means as it shall determine; the President and/or Chairperson shall set and approve the agenda for the Annual Meeting. There shall be a minimum of three (3) Regular Meetings of the Board each year including the annual meeting unless otherwise determined by the Board. The regular meetings of the Board shall be held in February, June and October of each year.

SECTION 3. Special Meetings

Special Meetings may be called by the Chairperson or by any two or more Directors.

SECTION 4. Notice of Meetings

A. Annual Meeting

Official notice of the Annual Meeting of the Board shall be given in a manner compliant with the laws of Florida. At a minimum, all regular meetings of the Board shall state the means or place, day, hour and contact information necessary for telecommunications or electronic participation in the meeting and shall be given by the Chair-CEO of the Corporation, or by the person authorized to call the meeting. This notice shall be delivered personally or by regular mail or electronic mail to the Directors not less than thirty (30) days before the date named for the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail, postage prepaid, addressed to the Directors. A telephone or electronic mail reminder notice may be given to the Directors not less than three (3) days prior to the meeting.

B. Regular Meetings

Regular meetings of the Board may be held with fourteen (14) days' notice, which shall be delivered personally or by regular mail or electronic mail to the Directors. The notice shall specify the place, date and hour of the meeting and shall also provide the necessary information so a director may attend by telecommunications or electronic means.

C. Special Meetings

Notice of a special meeting must specify the purpose, place, date and time of the meeting and shall also provide the necessary information so a director may attend by telecommunications or electronic means. The notice shall be given to each Director at least twenty-four (24) hours prior to the meeting. The notice must be given personally, by electronic mail or facsimile, or by telephone to expedite the notice.

SECTION 5. Meetings by Communications Equipment

Any meetings of the Directors may be held through any means of communications by which all Directors participating simultaneously hear or have the words of each other transcribed in real time during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION 6. Waiver of Notice to the Director

Notice of any special meeting of the Board need not be given to any Director who signs or votes yes on a waiver of notice either before, during or after the meeting. Attendance by a Director at a special meeting shall constitute a waiver of notice of such special meeting unless the Director attends a meeting for the express purpose of objecting to the transaction of any business because such special meeting is not lawfully convened.

SECTION 7. Voting or Quorum

At meetings of the Board or its committees, forty percent (40%) of the Directors or committee members shall constitute a quorum for the transaction of business. If a quorum is present, a simple majority of the votes cast shall be sufficient for the adoption of any matter, question or proposal properly brought before the Board or committee except where otherwise provided for in these bylaws or the Articles of Incorporation. In the event of a tie vote the matter, question or proposal shall fail. Unless otherwise provided by these Bylaws, all matters, questions or proposals brought for a vote shall be by roll call voice vote. Proxy voting shall be allowed under any circumstances.

A director wishing to vote by proxy may convey their vote by United States Mail, postage prepaid, addressed to the corporation Chair-CEO, electronic mail or facsimile, or by telephone to expedite the delivery of the Directors vote on one or more issues on the meeting agenda.

The Chair-CEO shall report any proxy votes once the vote has been taken from the Directors present at the meeting and then announce the results of the vote including those cast by proxy.

When communicating their proxy vote on any issue on the agenda a director must clearly identify the issue by title, number or other clear identifier along with their clear yes or no vote. A director may include a statement they wish placed into the meeting minutes related to their proxy vote if they wish.

SECTION 8. Adjournment

If a quorum shall not be present at any meeting of the Board, or committee a majority of the Directors or committee members present at any meeting of the Board, or committee whether or not a quorum exists, may adjourn any meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 9. Action by Electronic Agenda and voting

If all the Directors consent in writing or by indicating consent through a failure to respond to any action taken or to be taken by the Corporation at the recommendation of the Chair-CEO or another director and the writing or writings evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board. Such written consent may be given and delivered in hard copy, by facsimile or electronic mail. The Chair-CEO may utilize this process to propose actions to the Board of Directors between regular meetings and provide the responses in their entirety to the Board Secretary and informing all members of the Board of Directors of the results.

The Chair-CEO may develop a format for managing such electronic agendas and votes.

Such electronic agendas shall not include more than 1 (One) item.

Such proposals for action must give a time certain by which the members of the Board of Directors must respond or have their failure to respond counted as a positive response to the question. All such measures proposed in this way must then be reported on the Consent Agenda of the next regular meeting of the Board of Directors to confirm the action. These actions do not require a second when proposed since they will be confirmed at a later date on a regular consent agenda.

SECTION 10. Executive Session

The Board, by majority vote, may close a meeting to everyone but Directors at any time and for any duration in order to discuss matters that may be sensitive in nature or in the case of issues that may impact the employee team or management. At such a meeting the Board may at its discretion vote to include or exclude any Director or another person in its deliberation that it deems necessary. The records of such meetings may not be public or placed on [accessready.org](https://www.accessready.org) for public access.

ARTICLE VIII

Officers

SECTION 1. Designation

The Corporation shall have a Chairperson, Vice-chair, Secretary, and Treasurer. The Corporation may also have Assistant Secretaries, Assistant Treasurers, and such other officers and assistant officers that the Board in its discretion deems necessary, who may be elected by the Board or appointed in a manner prescribed by the Board. No person may hold two or more offices.

SECTION 2. Elections and appointments

The Board shall appoint a Chairperson and Chief Executive Officer who is nonvoting under contract terms approved by the Board of Directors. The Chair-CEO may serve under contract at the pleasure of the Board of Directors. The Board shall elect a Vice-Chair, Secretary, and Treasurer and may elect such other officers, as the business of the Corporation may require, all such officers shall be appointed or elected at the annual meeting of the Board or at a special meeting called for that purpose. Nominations for each officer position shall be made at the meeting and the election shall either be a voice vote or by written ballots submitted to and maintained by the Secretary. Each officer shall hold office for one (1) year, until the next annual meeting, unless such officer earlier resigns, or is removed or otherwise disqualified to serve. Nothing herein shall be construed to limit the number of years that any Director may be elected to

serve in any officer position. Newly elected officers shall begin their term at the close of the meeting at which elections were held.

SECTION 3. Vacancies

When a vacancy occurs in any office by death, resignation, removal, disqualification or any other cause, an election among the Board members shall be held to fill the vacancy; the officer so elected shall hold office until the election of officers at the next annual meeting, unless sooner removed as provided herein.

SECTION 4. Compensation

The officers may receive compensation from the Corporation for their services as officers, and the Board shall have the authority to pay such compensation. The officers may also be paid their reasonable and necessary expenses, if any, in connection with their service as such. The Chairperson who also serves as the Chief Executive Officer may be compensated for his/her position as Chairperson and Chief Executive Officer either as an employee or under a contract for management services.

SECTION 5. Chairperson of the Board (President)

The person elected as Chairperson of the Board, may also hold the position of Chief Executive Officer and is identified as Chair-CEO for the purposes of these bylaws. The Chair-CEO shall preside at all Board meetings and shall be a nonvoting ex officio member of the Board of Directors and shall be counted for the purposes of establishing a quorum. The Chair-CEO shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these bylaws including, but not limited to general supervision, direction and control of the business of the Corporation, subject to the control of the Board. The Chair-CEO shall be authorized to execute deeds, bonds, mortgages, and other financial instruments on behalf of the Corporation, except where required or permitted by law to be signed and executed otherwise and except where the signing and execution thereof shall be expressly delegated by the Board

to some other officer or agent of the Corporation. The Chair-CEO shall be an ex officio member of all the committees of the Board if any, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws including, but not limited to:

- A. Represent the Corporation at all occasions where such representation is appropriate or necessary, and act as a spokesperson for the Corporation.
- B. Work in coordination with designated Corporation team members in preparing the agenda for all meetings.
- C. Assist the Board in conducting new Director orientation.
- D. Coordinate periodic Board assessments and strategic planning reviews.
- E. Have the authority to receive and disburse funds on behalf of the Corporation in the event of the Treasurer's absence or inability to serve.
- F. Be responsible for carrying out the directives and requirements of applicable law, these Bylaws and the Articles of Incorporation.

SECTION 6. Vice Chairperson

The Vice Chairperson shall be a voting member of the Board excluding those times when serving as Chair of the Board in the absents of the Chair-CEO. The Vice-Chairperson shall have such powers and perform such duties as may be prescribed from time to time for him/her respectively by the Chair of the Board, the Board of Directors, or these Bylaws including, but not limited to:

- A. Assist the Chairperson in the duties of that office as requested.
- B. Assume and execute the duties of the office of the Chair-CEO in the event of the Chair-CEO's absence or inability to serve.
- C. Coordinate the Boards annual performance evaluation of the Chair-CEO.

D. Have the authority to receive and disburse funds on behalf of the Corporation in the event of the Chair-CEO's or Treasurer's absence or inability to serve.

SECTION 7. Secretary

The Secretary shall attend all meetings of the Board and shall keep or cause to be kept a book of minutes at the principal office, the Secretary's office, or such other place as the Board may order, of all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board meetings and the proceedings of those meetings. The Secretary shall keep the corporate seal if any in safe custody and shall affix it to any instrument requiring it. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws to be given, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe. The Secretary shall require minutes to be kept of all meetings of committees established by the Board and shall keep a record of those minutes. The Board of Directors may at its discretion appoint a Secretary who is a secretarial professional and, in such cases, the Secretary shall be a nonvoting ex officio member of the Board of Directors and shall be counted for the purposes of establishing a quorum.

SECTION 8. Treasurer

The Treasurer shall have the custody of the corporate funds and securities, keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains losses, capital, and shares in the Corporate Books. The books of account shall be open at all reasonable times to inspection by any Director. The Treasurer shall deposit or shall cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, disburse or cause to be dispersed the funds of the Corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements, render to the Chair-CEO and any Director, whenever requested, an account of all his/her transactions as Treasurer and of the

financial condition of the Corporation, render a full financial report at the Annual Meeting, if so requested, and have such other powers and perform such other Duties as are given to him/her by these Bylaws or may be prescribed by the Board. If required by the Board, 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 shall determine. The Board of Directors may at its discretion appoint a Treasurer who is an accounting professional, and, in such cases, the Treasurer shall be a nonvoting ex officio member of the Board of Directors and shall be counted for the purposes of establishing a quorum.

SECTION 9. Delegation of Duties

Whenever an officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any Director or Directors as well as to staff or contractors with the expertise necessary in the view of the Board.

SECTION 10. Resignation or Removal of Officers

Any officer elected or appointed by the Board may be removed by the Board, with or without cause, by the affirmative vote of two-thirds of the majority of Directors present at any meeting where a quorum is present. Any officer may resign at any time by giving written notice to the Board, or to the Chair-CEO of the Board, or to the Vice-Chairperson, Secretary or Treasurer of the Corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. Removal of any officer shall be without prejudice to the contract rights, if any, of the person, so, removed; however, election or appointment of an officer shall not in and of itself create contract rights. The resignation by, or removal of, an officer shall not impact or affect such person's Director position unless such person is no longer qualified to be a Director according to these Bylaws.

ARTICLE IX

General Provisions

SECTION 1. Execution of Written Instruments

Except as otherwise provided by the Articles of Incorporation, all deeds and mortgages made by the Corporation, and all other written contracts and agreements to which the Corporation shall be a party, may be executed on behalf of the Corporation by the Chair-CEO and may be attested to and the corporate seal affixed thereto by the Secretary. The Board may authorize the execution of deeds, mortgages and all other written contracts and agreements to which the Corporation may be a party by such other officers, assistant officers or agents, as may be selected by the Chair-CEO of the Board from time to time and with such limitations and restrictions as they may prescribe.

SECTION 2. The signing of Checks Notes and spending by other means all Checks, notes, drafts, and demands for money of the Corporation shall be signed by the officer or officers from time to time designated by the Board.

The Chair-CEO, Vice-Chair, Treasurer and others authorized by the Board of Directors shall have the ability to sign checks and utilize bank cards and credit on behalf of the Corporation when authorized in advance to do so. If any authorized person spends corporate funds on their own initiative, they are responsible for reimbursing the Corporation unless they can show sufficient cause for the expenditure in the opinion of the Board of Directors in the case of the Chair-CEO, Vice-Chair, and Treasurer. The Board of Directors may then approve the expenditure retroactively by a majority vote. In the case of subordinates the Chair-CEO, Vice-Chair, and Treasurer shall have the right to retroactively approve such expenses but must report those expenditures to the Board of Directors through the next Treasurers report. The Board of Directors shall set spending limits on each person authorized to sign checks or utilize bank cards or credit on behalf of the Corporation.

If required by the Board, any person authorized to sign checks or utilize bank cards or credit on behalf of the Corporation shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. Checks over ten thousand dollars (\$10,000.00) require two signatures.

SECTION 3. Fiscal Year

The fiscal year of the Corporation shall begin July 1 and end on June 30, or as otherwise determined from time to time by the Board.

SECTION 4. Reports

As often as may be reasonably required by the Board, but not less than annually, the Corporation shall report on special subjects, the Corporation's financial status, and operations. These reports may be made in two parts. A public report and a confidential report for limited distribution to those designated by the Board of Directors.

SECTION 5. Loans

No loans or advances shall be made or received by contract on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board. Any such authorization shall relate to specific transactions and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

SECTION 6. Gifts or donations to the Corporation

Gifts and donations received by the Corporation shall be held in trust for the purposes for which the Corporation was formed. The money or property belonging to the Corporation will be devoted solely to the purposes outlined in the Articles of Incorporation.

The Board will hold, manage, control and will generally have the power to dispose of properties of the Corporation, in conformity with, and pursuant to, the purposes for which the Corporation was formed. The Board may, from time to time, pay out of properties of the Corporation all expenses of operation and expenses incurred in furtherance of the purposes of the Corporation. The Corporation may accept restricted gifts and donations with the approval of the Board of Directors.

SECTION 7. Protection of Non-Profit and Tax Status

Neither the Board or any officer, employee or contractor of the Corporation shall take any action or allow any activity or use of the Corporation's assets that would endanger the not-for-profit corporate or charitable, tax-exempt status of the Corporation or its assets. Nothing in these Bylaws shall be construed to authorize any action in violation of this Section.

SECTION 8. Protection of Assets

The encumbrance, sale or transfer of any real property of the Corporation and the issuance of instruments of indebtedness shall not be allowed except upon the authorization by a sixty-six percent (66%) affirmative vote of the Board at which a quorum of sixty-six percent (66%) of the Directors are present.

SECTION 9. Property Insurance

Any real property owned by the Corporation shall be adequately insured and the Corporation shall carry liability and other forms of insurance in such amounts and with such carriers as determined by the Board. Funding for insurance shall be considered an essential expenditure for inclusion in the Budget.

SECTION 10. Parliamentary Authority

At all meetings of the Board and its committees Robert's Rules of Order, Newly Revised shall be the guide on matters of parliamentary procedure to the extent that the rules and procedures contained therein are not inconsistent with these Bylaws, the Articles of Incorporation of the Corporation or applicable law.

ARTICLE X

Books and Records

This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and Committees. Any books, records and minutes may be in written form or in

any other form capable of being converted into written form within a reasonable time. All books and records of the Corporation, including but not limited to financial books records of account, shall be made available for inspection during the Corporation's usual business hours to any Director or officer of the Corporation, or their representatives, for any lawful or proper purpose. All such books and records shall be made available in accessible alternative formats upon request.

ARTICLE XI

Distribution of Assets on Dissolution

In the event of the voluntary or involuntary dissolution of the Corporation, all of the assets and properties of the Corporation shall be distributed for one or more exempt purposes within the meaning of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized for such purposes.

ARTICLE XII

Indemnification of Officers and Directors

SECTION 1. General

The Corporation may indemnify to the fullest extent permitted by law any officer, Director, titled leader, agent, employee or contractor of the Corporation and to whom the Corporation agrees to grant indemnity, who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of his/her being or having been a Director, officer, agent, titled leader, employee or contractor of the Corporation, or a director, officer, trustee, partner, agent or employee of any other Corporation which he/she served as such at the request of the Corporation.

SECTION 2. Expenses

To the extent that a Director, officer, titled leader, agent, employee or contractor of the Corporation is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in any defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

SECTION 3. Standard of Conduct

Any indemnification shall be authorized only if such Director, officer, titled leader, agent, employee or contractor acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. No indemnification shall be made in relation to matters as to which such Director, officer, titled leader, agent, employee or contractor may be adjudged to have been guilty of breaching or failing to perform his or her duties as an officer, Director, titled leader, employee or contractor of the Corporation, as more specifically described in Sec. 617.0834, Florida Statutes, or if a Director, officer, titled leader, agent, employee or contractor receives an excess benefit as described in Section 4958 of the Code and the Treasury Regulations thereunder and results in the imposition of an intermediate sanction under Section 4958 of the Code or other excise tax or penalty due to:

- (1) the use or distribution of the Corporation's assets to its directors, officers, titled leaders, agents Employees or contractors other than as reasonable compensation for goods or services actually furnished in an arms-length transaction or
- (2) a Director, officer, titled leader, agent, employee or contractor of the Corporation receiving an economic benefit that exceeds the value of the consideration (including services) provided for the benefit as provided in Section 4958 of the Code and the Treasury Regulations thereunder.

SECTION 4. Insurance

Upon determination by the Board, the Corporation shall purchase and maintain insurance against loss to the Corporation for such

indemnification, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article. Except as otherwise provided in Florida law, no Director, officer, titled leader, agent, employee or contractor shall be held personally liable for any action, or lack thereof, of the Corporation. As soon as financially feasible the Corporation shall have a Directors & Officers Liability Insurance policy, and the amount of coverage provided under such policy shall be reviewed at the annual meeting of the Corporation for sufficiency and to recommend any changes deemed necessary.

SECTION 5. Non-exclusive Remedy

The indemnification provided by this Article shall be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaw, agreement, vote of the Board of Directors or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer of the Corporation.

SECTION 6. Benefit and Survival

Upon the death of any person having a right to indemnification under this Article, such right shall inure to the benefit of his/her heirs, executors, legal representatives, and administrators. In addition, such heirs, executors, legal representatives, and administrators shall be entitled to indemnification, under the terms of this Article, against all expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) imposed upon or reasonably incurred by them in connection with any claim, action, suit or proceeding described in the foregoing Section 1 on account of such deceased person.

ARTICLE XIII

Severability

The provisions of these Bylaws shall be separable from any other provision of these Bylaws, and if any such provision shall be adjudged to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other

provision hereof, or the powers granted to this Corporation by the Article of Incorporation or Bylaws.

ARTICLE XIV

Amendments

SECTION 1. Authority

The power to alter, amend, repeal or add to the Bylaws or to adopt new Bylaws is reserved to the Board of Directors.

SECTION 2. Procedure

A. Introduction of Proposed Amendments.

Amendments to these Bylaws may be proposed by a member of the Board for a review and vote of the Board. All proposed amendments must be made in writing presented no less than 30 days prior to the board meeting at which it is to be presented.

B. Notice

The specific language of any proposed amendment to these Bylaws shall be included in the notice of the meeting at which the proposed amendment is included in the Order of Business. C. Vote Required

The affirmative vote of sixty-six percent (66%) of the Directors present at a meeting of the Board shall be required to adopt an amendment or other authorized change to these Bylaws.

SECTION 3. Periodic Review

Unless otherwise directed by the Board, the Directors shall carry out a bi-annual review of these bylaws and shall consider the changes and modifications suggested by the Directors and staff. Such review and introduction of amendments shall be conducted in compliance with the procedures set forth in this Article.

THIS CERTIFIES that the foregoing constitutes the Bylaws of Access Ready Inc. as adopted by the Board of Directors of the Corporation on the 17th day of February 2022.

Revised 10-01-2021

Certified as of February 17, 2022

Secretary Corey R. Saur
