

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **Venom Foundation Incorporation**. It shall be a nonprofit organization incorporated under the laws of the State of Florida.

Section 2 — Purpose: **Venom Foundation Incorporation** is organized exclusively for charitable and education purposes.

The purpose of this corporation is:

- To provide educational, recreational, cultural, health and lifelong learning opportunities for low income under-served families and other youth and adults.
- To offer health education and nutritional information.
- Provide people with health information, develop opportunities for people to make and practice healthful choices, encourage those choices through community support.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the organization and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 12, but not fewer than 5 members.** The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 — Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 — 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.

VENOM FOUNDATION INCORPORATED
BYLAWS

EIN 27-2247978

Section 6 — Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the 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.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Special meetings: Special meetings of the board shall be called by request of the chair, or one-third of the board. Notices of special meetings, shall be sent out by the secretary to each board member at least two weeks in advance.