

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026

BYLAWS OF LABELLE DOWNTOWN REVITALIZATION CORPORATION, INC.

ARTICLE I: Name

SECTION 1.1. The name of this organization shall be LaBelle Downtown Revitalization Corporation (LDRC), Inc.

ARTICLE II: Object

SECTION 2.1. LDRC, Inc. is organized to preserve, maintain, and improve the downtown district of the City of LaBelle, Florida, and to educate the general public about the historic significance of the District's architecture, history, and culture. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) and more specifically:

To promote preservation, protection, and use of LaBelle's downtown area on a non-discriminatory basis, including the downtown district's architecture, culture, and traditional role as a center of civic and social life in the community;

To take action to eliminate the deterioration of LaBelle's downtown area and thereby promote LaBelle's historic preservation and contribute to its community betterment and development in accordance with historic standards:

To educate the public, disseminate information and promote interest in the preservation, history, culture, architecture, public use, and economic opportunities of LaBelle's downtown area.

ARTICLE III: Limitation of Methods

SECTION 3.1. LDRC, Inc. shall be nonpartisan and nonsectarian and shall take no part in nor lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in the City, County, State, or Nation, nor shall any meeting of a political nature be held by or under the control of LDRC, Inc.

ARTICLE IV: Membership

SECTION 4.1. The LaBelle Downtown Revitalization Corporation (LDRC) shall have two classes of non-voting members: Stakeholder Members and Downtown Supporters. Membership shall not include voting rights unless otherwise specified in these bylaws or the articles of incorporation.

SECTION 4.2. Stakeholder Members are individuals, businesses, or organizations that support the mission of the LDRC and wish to engage more actively in its development. They are eligible for nomination to the Board of Directors and may be invited to serve on committees or in advisory roles. Annual dues shall be set by the Board of Directors.

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026

SECTION 4.3. Downtown Supporters are donors who contribute to the LDRC through annual support. They may receive recognition or benefits as determined by the Board. Downtown Supporters are not eligible for board nomination. Annual contribution levels shall be set by the Board of Directors.

SECTION 4.4. General Provisions

- 4.4.a No Voting Rights: Neither Stakeholder Members nor Downtown Supporters shall have voting rights in any corporate matter.
- 4.4.b Records: A membership list shall be maintained by the Executive Director or Secretary.
- 4.4.c Changes: The Board of Directors may modify the structure, dues, or privileges of any membership class by resolution.
- 4.4.d Termination: Membership may be terminated for failure to pay dues or for cause, as determined by the Board.

ARTICLE V: Board of Directors

SECTION 5.1. The governance of the Corporation, the direction of its work, and the control of its property shall be vested in a Board of Directors consisting of not less than five nor more than nine members. Directors must be natural persons who are at least 18 years of age. All members of the Board of Directors shall serve as volunteers and shall receive no compensation of any kind for their service on the Board. This provision shall not preclude Board members from receiving reimbursement for funds advanced on behalf of the Corporation in accordance with the policies and procedures of the organization. The Board of Directors shall include the executive officers. Each active Director in attendance shall be entitled to one (1) vote.

SECTION 5.2. The City of LaBelle, the Hendry County Economic Development Council and/or Hendry County Tourism Development Council, and the LaBelle Chamber of Commerce shall each appoint an ex officio representative to serve a one-year term on the board. These ex officio representatives shall have no voting rights and may be re-appointed to serve multiple one-year terms.

SECTION 5.3. A vacancy on the Board of Directors caused by the resignation of a Director may be filled within ninety (90) days by an appointment made by the Board to serve the remainder of the resigning Director's term by affirmative vote of a majority of the remaining directors, even if less than a quorum of the total number of directors specified in these Bylaws.

SECTION 5.4. Directors' terms shall, to the greatest extent possible, be staggered at the discretion of the Board such that the number of Directors with expiring terms shall be approximately equal annually. Despite the expiration of a director's term, the director shall continue to serve until

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026

their successor is elected and qualified or until there is a decrease in the number of directors.

SECTION 5.5. Nominations may be made by any active member of the Board of Directors and the Executive Director.

SECTION 5.6. Nominated candidates for the Board of Directors shall be elected by an affirmative vote of the majority of the current members of the Board of Directors at a regular meeting.

SECTION 5.7. A Director may resign at any time by giving written notice to the President or Secretary. A Director's absence from three consecutive regular Board meetings without an excuse deemed valid and so recorded by the Board of Directors or Executive Director shall also be construed as a resignation. A report of absences constituting cause shall be reported by the Secretary to the Board of Directors or Executive Director for appropriate action. Board members deemed in violation of this provision shall be notified in writing and given fifteen (15) days to respond in writing. Failure to respond with a valid excuse shall confirm resignation, and the Board may fill the vacancy as outlined in Section 6.2.

SECTION 5.8. A Director may be removed with or without cause by a two-thirds vote of the remaining Directors at a duly noticed meeting. Directors shall be notified at least ten (10) days in advance that removal will be considered. Each removal must be considered as a separate motion.

SECTION 5.9. Fifty-one percent (51%) of the current Board of Directors shall constitute a quorum at any meeting. The Board shall meet at least six times per year.

Special meetings may be called by the President or by two or more Directors. Notice of the meeting, including time, place, and agenda, shall be posted on the LDRC website and sent to each Director at least twenty-four (24) hours prior.

SECTION 5.10. The Board of Directors shall employ an Executive Director who reports to the Board and is responsible for carrying out the day-to-day operations of the Corporation. The Executive Director shall not be a voting member of the Board of Directors. The President of the Board of Directors shall be the direct supervisor of the Executive Director. Annually, the Board of Directors shall review the Executive Director's performance and recommend such salary adjustments as deemed necessary and proper.

SECTION 5.11. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing or electronically. The written consents shall be filed with the meeting minutes.

SECTION 5.12. The Corporation shall not lend money to or guarantee the obligation of any Director or officer. Any Director who assents to or participates in the making of such a loan shall be personally liable to the Corporation for the amount of the loan until it is repaid.

SECTION 5.13. Directors shall act in good faith, with due care, and in a manner they reasonably

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026

believe to be in the best interests of the Corporation. Directors shall be protected from liability for actions taken in good faith. The Corporation shall indemnify Directors and officers to the fullest extent permitted by Florida law.

SECTION 5.14. A Conflict of Interest Policy shall be adopted and maintained. Directors must disclose potential conflicts and abstain from voting on any matter where a conflict exists.

ARTICLE VI: Officers

SECTION 6.1. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Officers may be, but are not required to be, current members of the Board of Directors and shall be elected by a majority vote of the Board at a regular meeting. Officer terms shall be for two years, and officers may succeed themselves by re-election.

SECTION 6.2. The election of officers shall occur following the expiration of an officer's term or upon the creation of a vacancy in any officer position and shall be elected by an affirmative vote of the majority of the current members of the board of directors at a regular meeting. Nominations may be made by any current board member or the Executive Director.

SECTION 6.3. The President shall preside at all meetings of the Board of Directors, oversee board operations, appoint all committees, and serve as an ex officio member of all committees. The President shall also serve as the primary liaison with the Executive Director and shall have custody of the Treasurer's bond if one is required.

SECTION 6.4. The Vice President shall act in the absence or incapacity of the President and perform such other duties as may be assigned by the Board. If both the President and Vice President are absent or incapacitated, the Board shall appoint another Director to preside temporarily.

SECTION 6.5. The Treasurer shall supervise the receipt and disbursement of the Corporation's funds and ensure all monies are deposited in the Corporation's name. The Treasurer shall provide monthly financial reports to the Board, oversee the preparation and filing of all necessary tax returns, and may be required to furnish a bond as determined by the Board.

SECTION 6.6. The Secretary shall record and maintain minutes of all Board meetings, maintain organizational records, and send copies of meeting minutes to all Board members. The Secretary shall perform other duties as assigned by the President.

SECTION 6.7. An officer may resign at any time by submitting written notice to the President or Secretary. The Board may remove any officer with or without cause by a two-thirds vote of the remaining Directors at a duly noticed meeting. Vacancies shall be filled by a majority vote of the Board at the next regular meeting.

SECTION 6.8. The Immediate Past President, if still serving on the Board, may act in an advisory capacity but shall have no authority to bind the Corporation or execute official documents.

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026

ARTICLE VII: Committees

SECTION 7.1. The Board of Directors shall establish standing and ad hoc committees as necessary to advance the mission and strategic objectives of the Corporation. The Board shall define each committee's purpose, authority, and responsibilities, and may amend such definitions as needed.

SECTION 7.2. The President shall appoint all committees and their respective chairs, subject to the approval of the Board of Directors. Every member of the Board must serve on at least one standing committee.

SECTION 7.3. Members of committees need not be members of the Board of Directors unless required by the nature of the committee's function. Committee members serve at the pleasure of the Board and may be removed by majority vote.

SECTION 7.4. The standing committees of the Corporation shall include, but are not limited to:

1. Organization Committee
2. Promotion Committee
3. Design Committee
4. Economic Vitality Committee

SECTION 7.5. The Board of Directors may establish additional ad hoc committees to address specific needs or time-limited projects. These committees shall automatically dissolve at the end of the fiscal year unless renewed by Board action.

SECTION 7.6. Committees may make recommendations to the Board but shall not have the authority to bind the Corporation or expend funds without prior Board approval.

ARTICLE VIII: Finances

SECTION 8.1. The Board of Directors shall adopt a balanced program budget for the following fiscal year no later than thirty (30) days before the start of that fiscal year. The fiscal year shall coincide with the calendar year, January 1 to December 31.

SECTION 8.2. Upon approval of the annual budget, the Treasurer and Executive Director shall be authorized to make disbursements for expenses outlined in the budget without further Board approval. Any expenditure outside the approved budget must receive prior approval from the Board of Directors.

SECTION 8.3. Any member of the Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for general or specific purposes consistent with the Corporation's mission. All gifts received shall be reported to the Board within twenty-four (24) hours. The President or Executive Director shall ensure that all donors contributing \$250 or more receive a formal donation receipt by the end of the calendar year in accordance with IRS

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026
regulations.

SECTION 8.4. The Board of Directors may amend the approved budget during the fiscal year as necessary. The Treasurer and/or Executive Director shall provide the Board with the following monthly financial statements: (a) Profit and Loss Report, (b) Budget Performance Report, and (c) Balance Sheet. An annual financial summary shall be presented to the Board within ninety (90) days of the fiscal year's close.

SECTION 8.5. The Corporation's funds shall be maintained in accounts established in its name at financial institutions approved by the Board. Dual authorization shall be required for all disbursements over an amount determined by the Board annually.

ARTICLE IX: Fiscal Year

SECTION 9.1. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year. The Board of Directors may change the fiscal year by majority vote, subject to any applicable laws and reporting requirements.

ARTICLE X: Parliamentary Procedure

SECTION 10.1. The proceedings of the Board of Directors and its committees shall be governed by and conducted according to the latest edition of *Robert's Rules of Order Newly Revised*, except where such rules conflict with these bylaws or applicable Florida law, in which case the bylaws or law shall govern.

ARTICLE XI: Bylaws

SECTION 11.1. These bylaws may be amended or altered by a two-thirds vote of the Board members present at any regular or special meeting of the Board of Directors, provided notice of the proposed changes shall have been provided by the Secretary or Executive Director to each Board member not less than ten days prior to such meeting. Notice will be given to all members by mail or electronic means. No such amendment shall be taken if it would in any way adversely affect the Corporation's qualifications as a 501(c)(3) organization under the Internal Revenue Code.

ARTICLE XII: Emergency Bylaws

SECTION 12.1. These emergency bylaws are adopted pursuant to Florida Statutes § 617.0207 to ensure the continued operation and governance of the LaBelle Downtown Revitalization Corporation (LDRC) during a declared state of emergency that renders a quorum of the Board of Directors unable to assemble.

SECTION 12.2. An emergency exists when a quorum of the Board of Directors cannot readily be assembled due to a declared state of emergency by the state or nation.

Bylaws of LaBelle Downtown Revitalization Corporation, inc

Adopted by the Board of Directors on September 8th, 2026

SECTION 12.3. During such an emergency, the Board of Directors may:

- Adjust quorum requirements to a minimum of two board members.
- Authorize the Executive Director to serve temporarily in the capacity of a board member for the sole purpose of establishing quorum when an insufficient number of board members are available;
- Relocate the principal office or designate alternative offices as needed;
- Call special meetings using any available communication method.
- Appoint temporary or substitute board members if necessary.
- Modify meeting notice and voting procedures to maintain operational continuity.

SECTION 12.4. In the event that the Board of Directors is unreachable and urgent action is required to protect the organization's personnel, property, operations, or legal standing, the Executive Director is authorized to act on behalf of the corporation. Emergency authority includes, but is not limited to:

- Approving necessary expenditures;
- Modifying, postponing, or canceling programs or events;
- Securing physical or digital assets;
- Coordinating with public officials, emergency personnel, or partner organizations;
- Communicating on behalf of the organization in the public interest.

All such actions must be taken in good faith and reported to the Board of Directors as soon as reasonably possible.

SECTION 12.5. In the event of suspected or confirmed fraud, hacking, or financial compromise of any LDRC accounts, and if a quorum of the board cannot be assembled in time to respond, urgent actions to protect the organization's financial assets may be taken by any two available board members or by one board member and the Executive Director acting jointly. Such actions may include, but are not limited to, freezing or closing compromised accounts, transferring funds, opening new accounts, and notifying relevant institutions and authorities. All such actions must be documented and reported to the board as soon as practical.

SECTION 12.6. The Board of Directors may establish and update a line of succession for officers or key personnel to ensure leadership continuity during emergencies.

SECTION 12.7. Any actions taken in good faith under these emergency bylaws shall:

- Be considered legally binding on the corporation; and
- Not subject any board member, officer, employee, or agent to personal liability.

SECTION 12.8. These emergency bylaws shall automatically cease to be in effect once the Board of Directors are able to reconvene and resume normal governance.

Bylaws of LaBelle Downtown Revitalization Corporation, inc
Adopted by the Board of Directors on September 8th, 2026

ARTICLE XIII: Dissolution

SECTION 13.1. Upon the dissolution of the Corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction in 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 and operated exclusively for such purposes.

These Bylaws of LaBelle Downtown Revitalization Corporation, Inc. were approved by a quorum vote of the Board of Directors at a duly called Board meeting on the 8th Day of September of 2025.