

# **SOUTHEAST TROPHY DEER ASSOCIATION, INC.**

## **AMENDED AND RESTATED CODE OF REGULATIONS**

### **ARTICLE I**

#### **MISSION AND PURPOSE**

##### ***Section 1.01 Mission and Purpose of the Corporation***

The following shall be the mission of the Southeast Trophy Deer Association, Inc.:

- (a) To promote the business of raising and marketing Whitetail Deer in the State of FLORIDA.
- (b) To provide educational opportunities for members of the Corporation and other interested people through the sharing of information concerning Whitetail Deer.
- (c) To serve as a collective voice in governmental issues that affect whitetail deer producers, so as to enhance the Whitetail Deer industry.
- (d) To promote high ethical standards in the care, handling and harvesting of Whitetail Deer.
- (e) To require members of the Corporation to operate in a legal, honest and forthright manner with fellow members, other Whitetail Deer producers and the general public.

### **ARTICLE II**

#### **MEMBERS**

##### ***Section 2.01 General***

Any person or entity who supports the Mission of the Corporation is eligible to become a member of the Corporation by making application and paying the membership fee designated in accordance with this Article, except that the Board of Directors has the authority to deny or terminate membership of any member based upon a finding of unethical and/or illegal conduct.

##### ***Section 2.02 Classes of Membership***

The Corporation will have two classes of membership as provided for in these Regulations, Voting Members, as provided for in Article III, and Associate Members, as provided for in Article IV.

##### ***Section 2.02 Application***

Application for membership in the Corporation must be made in the form prescribed by the Board of Directors.

## **ARTICLE III**

### **VOTING MEMBERS**

#### ***Section 3.01 Eligibility***

Only CERVID farmers, be they business entities or individuals, residing in FLORIDA and who share and support the Mission as set forth in Article I, may, upon filing with the Association a completed application to become a Voting Member and paying the membership fee, become Voting Members of this not for profit corporation.

#### ***Section 3.02 Voting***

Each Voting Member shall be entitled, by mail, email, in person or by proxy, to one vote on each matter to be voted upon by the voting members. A voting membership shall include the CERVID farmer entity and his/her spouse and minor children and shall constitute one Voting Member.

#### ***Section 3.03 Membership Fees***

Membership fees for Voting Members shall be determined by the Board of Directors

## **ARTICLE IV**

### **ASSOCIATE MEMBERS**

#### ***Section 4.01 Eligibility***

Non-FLORIDA and other FLORIDA residents, business entities and their shareholders, members, partners, as well as employees of CERVID farmers and other individuals may, upon filing with the Association a completed membership application and paying the membership fee, become an Associate Member.

#### ***Section 4.02 Voting***

Associate Members shall not have the right to vote.

#### ***Section 4.03 Membership Fees***

Membership fees for Associate Members shall be determined by the Board of Directors.

## **ARTICLE V**

## **MEETINGS OF MEMBERS**

### ***Section 5.01 Annual Meetings***

The Annual Meeting of the Members is for election of Directors, the consideration of any reports, and the transaction of other business as may be brought before the meeting. This shall be held prior to September 30<sup>th</sup>. of each year. If the annual meeting is not held or if the Directors are not elected at the meeting, the Directors may be elected at any other meeting called and held for that purpose.

A person is considered a Voting Member only if he or she is listed as a Voting Member in the corporate records prior to the election.

### ***Section 5.02 Mid-Year Meeting***

The Regular Mid-Year meeting of the Members for the transaction of regular business and for the good of the Corporation, shall be held between June 30 and September 30 of each year.

### ***Section 5.03 Special Meetings***

A special meeting of the Members may be called by (i) the President; or (ii) by at least majority of the full Board. Upon the request in writing being delivered to the President or to the Secretary by any person(s) entitled to call a meeting of the Members, the person to whom the request is delivered shall give notice to the Members of the meeting.

### ***Section 5.04 Notice of Meetings***

Except as otherwise expressly required by law, notice of each Members meeting, whether Annual, Regular Mid-year or Special, shall be given not more than sixty and not less than seven days before the date specified for the meeting.

Such notice shall be given in writing by electronic mail or by postal delivery, addressed to the Member at the Member's email or postal mailing address, as it appears on the records of the Corporation.

Every notice of a Member's meeting, besides stating the time and place of the meeting, shall state briefly the purposes of such meeting. The business of Special Meetings shall be confined to the business specified in the notice.

### ***Section 5.05 Quorum***

At all Meetings of Members, the Voting Members present in person or by proxy shall constitute a quorum for the transaction of business.

### ***Section 5.06 Proxies***

A Voting Member may, through a written proxy, authorize another Voting Member to vote for him or her at any Members Meetings. The written proxy must be filed with the Secretary before the person authorized can place that vote.

## **ARTICLE VI**

### **ORDER OF BUSINESS**

#### ***Section 6.01 Order of Business***

At Members meetings, the order of business shall include:

1. Roll call or sign in of the Members present in person or by proxy.
2. Reading minutes of previous meeting(s) (regular and any special meeting) and acting thereon.
3. Financial report or statement.
4. Reports of Directors and Committees.
5. Reports of President or other Officers.
6. Unfinished business.
7. New or miscellaneous business.
8. Adjournment.

At any Special Meeting, upon completing the “Roll call or sign in of the Members present in person or by proxy,” the purpose for which the meeting shall have been called shall be immediately presented to the Members. Upon the Members acting on the purpose of the meeting, the meeting shall be adjourned. The Secretary shall make and keep a record of the Special Meeting.

This order may be changed by affirmative vote of the majority of Voting Members present.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

#### ***Section 7.01 General Powers***

The powers of the Corporation shall be exercised, its business and affairs conducted, and its property managed under the direction of the Directors, except as otherwise provided by the law of the State of FLORIDA, by the Articles of Incorporation, or by these regulations.

#### ***Section 7.02 Number***

The Board of Directors shall consist of nine (9) persons, each of whom shall be chosen from the roster of Voting Members of the Corporation, as specified in Article III. The Executive Committee will be selected from these nine.

### ***Section 7.03 Election***

The Directors shall be elected by the Voting Members at the Corporation's Annual Meeting by secret ballot. The presiding officer at the Annual Meeting shall appoint an election committee to tally the votes. The Election Committee shall consist of three Voting Members, none of whom shall be a candidate for election to the Board of Directors. After tallying the votes, the Election Committee shall certify the election results in writing to the Secretary. The Secretary shall announce the names of the newly elected Members of the Board of Directors at the appropriate time in the Order of Business at that meeting.

### ***Section 7.04 Classification and Term***

(a) Each Director shall be elected to a term of three years and continue in office until their successors are elected and qualified.

(b) The Directors shall be divided into three (3) classes of three (3) Directors. One class of Directors shall be elected at each Annual Meeting. A Director's term of office shall begin upon the conclusion of events, the day of the Annual Meeting of Members.

Vacancies on the Board of Directors during the year shall be filled by the remaining Directors of the Board, which replacement shall serve for the remainder of the term of the vacated Director. The Board at its discretion may or may not fill a vacancy if the remainder of the term for vacant director position is less than six (6) months.

The Directors shall not receive any compensation but may be reimbursed for reasonable transportation, meals, lodging, and other reasonable related expenses incurred in attending meetings of Directors and in attending to the business of the Corporation.

### ***Section 7.05 Nomination***

The nominations for Director elections must be received in writing, not less than 30 days and not more than 90 days prior to said election. Only Voting Members can submit nominations.

### ***Section 7.06 Meetings of Directors***

The Board of Directors shall meet at least three times per year.

Special meetings of the Board may be called by the President, or any two (2) Directors.

Meetings of the Board may be held at any place within or without the State of FLORIDA. If no designation is made, the place of the meeting shall be the principal office of the Corporation in the State of FLORIDA.

Notwithstanding anything to the contrary contained herein, any meeting of the Board may be held through any electronic or other authorized communications equipment through which all

persons participating can hear each other, or in any other manner permitted under Chapter 1702 of the FLORIDA Revised Code, and, such participation shall constitute attendance at such meeting.

### ***Section 7.07 Notice of Meetings***

The Directors shall receive written notice of the time and place of the Board meeting, notice shall be given to each Director either by personal delivery, mail, telegram, or by any authorized communications equipment permitted under Chapter 1702 of the FLORIDA Revised Code, including electronic mail without limitation, at least even (7) days in advance of the meeting.

Any Director may waive notice of the time and place of any meeting of the Board, either before or after such meeting.

### ***Section 7.08 Quorum and Manner of Action***

A majority of the authorized number of Directors shall constitute a quorum (5) for the transaction of business at any meeting of the Board, except that a majority of the Directors then in office constitutes a quorum for removing any Director or filling a vacancy in the number of Directors.

All agendas and minutes of the Directors Meetings shall be available to all Voting Members of the Corporation.

In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

The act of a majority of the disinterested Directors present at a meeting at which a quorum is present, is an act of the Board, unless the act of a greater number of Directors is required by the Articles of Incorporation, or this Code.

### ***Section 7.09 Action by Board of Directors Without Meeting***

Any action that may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting for such purpose.

Any transmission by authorized communications equipment that contains an affirmative vote or approval of the Director is a signed writing for the purposes of this section. The date on which that transmission by authorized communications equipment is sent, is the date on which the writing is deemed signed.

Any such writing shall be filed with or entered upon the records of the Corporation.

### ***Section 7.10 Resignations***

Any Director may resign at any time by giving written notice to the Chairperson of the Board, if any, or to the President or the Secretary.

A resignation shall take effect immediately or at such other time as may be specified therein, and the resignation shall become effective upon delivery unless otherwise specified therein. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

### ***Section 7.11 Removal***

Any Director may be removed, with or without cause, at any time by the affirmative vote of no less than two-thirds (2/3) of the Directors then in office.

Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in this Article VII.

### ***Section 7.12 Vacancies***

Unless the Articles of Incorporation or this Code provide otherwise, the remaining Directors, though less than a majority of the whole authorized number of Directors, may, by the vote of a majority of their number, fill any vacancy in the Board for the unexpired term.

### ***Section 7.13 Ex Officio Members***

Upon the conclusion of a Director's term of office, such Director shall become an EX- OFFICIO member of the Board of Directors. An Ex OFFICIO member of the Board of Directors shall, as possible, attend board meetings serving in an advisory capacity but shall have no voting rights nor shall his/her presence be considered when determining a quorum.

## **ARTICLE VIII**

### **EXECUTIVE COMMITTEE**

#### ***Section 8.01 Composition***

Members of the Board of Directors who are also officers, shall serve as an Executive Committee, which shall have charge of the management of the business and affairs of the Corporation in the interim between the meetings of the Directors, with power generally to discharge the duties of the Board of Directors, but not to incur debts excepting for current expenses, unless specifically authorized. The Executive Committee shall always, act under the direction and control of the Board of Directors and shall make report to the same, of their acts, which shall form part of the

records of the Corporation. Considering that these positions are filled by Directors of the Board, they will maintain voting rights in matters of Board decisions, with the exclusion of the President who's vote will only serve as a tie breaker.

## **ARTICLE IX**

### **EXECUTIVE OFFICERS; TERM; NO- COMPENSATION**

#### ***Section 9.01 Term***

The Executive Officers of the Corporation, who shall be elected by the Directors, shall be a President, Vice President, Secretary and Treasurer. Such Executive Officers shall be elected by secret ballot for a one (1) year term with no limit to the number of terms, taking into consideration their term has not expired as a Director, or until their successors are elected and qualified. Executive Officer vacancies shall be filled by appointment by the President, which Executive Officer shall serve until the next Board of Directors meeting. At such meeting, the Directors shall fill the position by election, which replacement shall complete the term of the previous officer.

#### ***Section 9.02 Compensation***

The Executive Officers shall not receive any compensation.

The Directors may appoint Clerks and other employees, for such time and at such salary or wages as they may determine.

## **ARTICLE X**

### **DUTIES OF PRESIDENT AND VICE-PRESIDENT**

#### ***Section 10.01 Duties of President***

It shall be the duty of the President to preside at all Meetings of Members and Directors, to sign the records thereof, and in general, to perform all the duties usually incident to such office, or which may be required by the Members or Directors. The President will only cast a vote, in Meetings of Members and Directors, to break a tie vote, excepting that the President may cast votes to fill Director positions.

#### ***Section 10.02 Duties of Vice-President***

The Vice President shall perform the same such duties in the absence of the President.

## **ARTICLE XI**

### **DUTIES OF SECRETARY**



### ***Section 11.01 Duties of Secretary***

It shall be the duty of the Secretary to ensure that an accurate record of the acts and proceedings of the Members and Directors is kept, give all notices required by law and by the Members and Directors, and maintain and keep the membership roster, all of which comprise the Corporate Records. On the expiration of his or her term of office, the Secretary shall deliver all books, papers and property of the Corporation in his or her control to the successor Secretary or to the President. A Secretary shall in general, perform all the duties usually pertaining to the office.

## **ARTICLE XII**

### **DUTIES OF TREASURER**

#### ***Section 12.01 Duties of Treasurer***

The Treasurer shall receive and safely keep all money belonging to the Corporation, and disburse the same, under the direction of the Board of Directors; shall keep accurate account of the finances of the Corporation, in books to be provided for that purpose, and hold the same for inspection and examination of the Directors and any Committee or Members appointed for such inspection, and shall present abstracts of the same at Annual Meetings of Members or at any other meetings when requested; shall give bond in such sum with such security as the Board of Directors may require for the faithful performance of Treasurer duties; and on the expiration of his or her term shall deliver all money and other property of the Corporation in his or her control to the successor Treasurer or the President.

## **ARTICLE XIII**

### **COMMITTEES OF THE BOARD OF DIRECTORS**

#### ***Section 13.01 Committees of Directors***

The Board of Directors may, by resolution, create any committee of Directors, to consist of one (1) or more Directors, and may authorize the delegation to any such committee of any of the authority of the Directors, however conferred.

The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.

Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board.

An act or authorization of an act by any such committee within the authority delegated to it, shall be as effective for all purposes as the act or authorization of the Board.

#### ***Section 13.02 Audit and Nominating Committees***

Notwithstanding any other section of this Article XIII, the following committees, if designated by the Board, shall be subject to the following provisions, which shall be included in such committee's governing charter:

(1) Audit Committee – Unless otherwise established by the Board, the Audit Committee is a committee whose purpose will be to assist the Board in fulfilling its oversight responsibilities for the integrity of the Corporation's financial statements and reports. The Audit Committee, as with the Board and any other Board committee, is not charged with executing policy, but instead for overseeing the External Auditor's review and audit of the Corporation's financial statements and for overseeing management's establishment, maintenance, and implementation of disclosure controls and other procedures for the Corporation's disclosures, if any, internal controls over the Corporation's financial reporting to any state or federal governmental agency, if any, and development, maintenance, and oversight of the Corporation's "whistle-blower" policy or similar types of complaints or allegations regarding the Corporation's financial or accounting practices. Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices.

(2) The Nominating Committee – Unless otherwise established by the Board, the Nominating Committee is a committee whose purpose shall be to assist the Board in identifying and recommending for nomination qualified individuals for election as Directors; overseeing the composition, structure, and function of the Board's committees; overseeing periodic self-evaluation of the Board and its committees; developing and maintaining a set of corporate governance principles applicable to the Corporation; and planning for management succession.

### ***Section 13.03 Alternate and Ex Officio Members***

The Board may appoint one or more Directors as alternate members of any committee. The alternate member or members may take the place of any absent member or members at any meeting of such committee.

The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be entitled to notice, to be present in person, to present matters for consideration, and to take part in consideration of any business by the committee at any meeting of the committee. But, such ex-officio committee members shall not be considered for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.

The Chairperson of the Board, if any, and the President shall be ex officio members of all committees of the Board to which they have not already been appointed as members.

### ***Section 13.04 Authority and Manner of Acting***

(a) Unless otherwise provided in this Code or ordered by the Directors, any such committee shall act by a majority of its members (excluding ex officio members) at a meeting at such place or through such electronic or other authorized communications equipment through which all

persons participating can hear each other, or in any other manner permitted under Chapter 1702 of the FLORIDA Revised Code, or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.

(b) A committee is authorized to take any action or transact any business specifically delegated by the Board. If a committee is delegated complete authority to take a specific action or to transact a specific business matter by the Board, any such action or business transaction of the committee pursuant to the delegation of authority shall be as effective for all purposes as an act or business transaction by the Board.

(c) All committees of the Board, including the Audit and Nominating Committees, shall prepare and file minutes of all meetings with the Secretary, to be filed with or entered upon the records of the Corporation.

The Corporation may pay the necessary expenses of its committee members reasonably incurred in looking after the affairs of the Corporation after such expense accounts have been approved by the Board.

## **ARTICLE XIV**

### **INDEMNIFICATION AND INSURANCE**

#### ***Section 14.01 Persons Indemnified***

Except as otherwise provided in this Article XIV, (or as otherwise prohibited by the laws of the State of FLORIDA) the Corporation shall indemnify each person who, by reason of being or at any time having been a Director, officer, or volunteer of the Corporation, is named or otherwise becomes or is threatened to be made a party to any action suit, investigation, or proceeding (or claim or other matter therein), and the Corporation by the Board may indemnify any other person as deemed proper. However, if the only liability asserted against a Director in an action, suit, investigation, or proceeding (or claim or other matter therein) is pursuant to section 1702.55 of the FLORIDA Revised Code, or if it is proved by clear and convincing evidence in a court with jurisdiction that the act or omission of the Director, officer, or volunteer for which liability is being asserted in an action suit, investigation, or proceeding (or claim or other matter therein) was one undertaken with a deliberate intent to cause injury to the Corporation or was undertaken with a reckless disregard for the best interests of the Corporation, any Director, officer, or volunteer who is the subject of such an action, suit, investigation, or proceeding (or claim or other matter therein) shall not be entitled to the indemnification mandated by Article XIV of this Code.

#### ***Section 14.02 Scope of Indemnity***

Indemnification shall be against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon a person indemnified under Section 14.01 in connection with any action, suit, investigation, or proceeding (or claim or other matter therein), whether

civil, criminal, administrative, or otherwise in nature, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being, or at any time having been a Director, officer, volunteer, employee, or other agent of or in similar capacity with the Corporation, or by reason of being or at any time having been, at the direction or request of the Corporation (which must have been specifically noted in a resolution of the Board), a director, trustee, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan.

#### ***Section 14.03 Advancement of Expenses***

Upon the request of a Director, officer, or volunteer who is the subject of an action, suit, or proceeding referred to in Section 14.01 of this Code, the Corporation shall pay the expenses, including attorney's fees, as they are incurred by such Director, officer, or volunteer in defending the action, suit or proceeding. Such payment of expenses in advance of the final disposition of the action, suit, or proceeding shall only be made after receipt of an undertaking by or on behalf of the Director, officer, or volunteer to repay the Corporation for the amount spent by the Corporation if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.

#### ***Section 14.04 Officer and Volunteer Defined***

For purposes of this Article XIV, the term "officer" shall mean the President, the President-elect, the immediate past President, the Vice-President, the Secretary, the Treasurer, and any other executive officers of the Corporation, and the term "volunteer" shall have the same meaning as provided in FLORIDA Revised Code Section 1702.01(M), or any successor provision thereto.

#### ***Section 14.05 Discretionary Indemnification***

Each request or case of or on behalf of any person other than a Director, officer, or volunteer who is or may be entitled to indemnification, shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case.

#### ***Section 14.06 Indemnification Only in Accordance with Law***

Notwithstanding anything to the contrary in this Article XIV, no person shall be indemnified to the extent, if any, it is ultimately determined by a court of competent jurisdiction that indemnification is contrary to applicable law, and, notwithstanding anything to the contrary in this Code, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable FLORIDA law, this Code, or the Articles of Incorporation.

#### ***Section 14.07 Insurance***

To the fullest extent permitted under section 1701.12(E)(7) of the FLORIDA Revised Code, and as the Board may direct, the Corporation may purchase and maintain insurance, or furnish similar protection on behalf of any person who is or at any time has been, a Director, officer, volunteer, or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a Director, Trustee, Officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan.

## **ARTICLE XV**

### **CONFLICTS OF INTEREST**

#### ***Section 15.01 General Policy***

Recognizing that Directors and officers have a duty of loyalty and fidelity to the Corporation and they shall govern the Corporation's affairs honestly and economically exercising their best care, skill and judgment for the benefit of the Corporation, to avoid even the appearance of impropriety, the Directors and officers of the Corporation shall:

Disclose to the Board any situation wherein the Director or officer has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of the Corporation.

Following the procedures stated in section 6.02 governing the participation on behalf of the Corporation in any transaction in which the person has, or may have, a conflict of interest.

#### ***Section 15.02 – Procedure***

Any Director having a known duality of interest or possible conflict of interest on any matter shall make a disclosure of such conflict to the other directors. Such Director shall not vote or use his or her personal influence on the matter, but such Director may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect the making of the disclosure, the abstention from voting and the quorum situation. Any officer having a known duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report the conflict to the President or, in the case of the President, to the Vice President. Such officer shall abstain from taking any administrative action on such matter. The requirements in this section 15.02 shall not be construed as preventing any Director or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of the Board or other officers.

## **ARTICLE XVI**

### **AMENDMENTS**

These Regulations may be repealed, amended or changed, including an amendment in the entirety, at any meeting of the Board of Directors by the affirmative vote of the majority of the Board; provided further however, that any amendment to Articles II, III, IV, and XVI hereof shall become effective only after the Board of Directors' action has been approved by the affirmative vote of a majority vote of the Voting Members present in person or by proxy and voting at a meeting held for that purpose, notice of which has been given as provided in Article V.

These ByLaws were reviewed and accepted during the Board of Directors meeting held on August 17, 2019.