

OFFICIAL BYLAWS OF THE PALM BEACH TECHNOLOGY ASSOCIATION, INC

ARTICLE I NAME

1.01 Name

The name of this organization shall be “The Palm Beach Technology Association, Inc.” and the activities of this organization shall be conducted as the “South Florida Tech Association” or “South Florida Tech.”

ARTICLE II PURPOSES AND POWERS

2.01 Mission

The mission of the South Florida Tech Association is to build South Florida into a tech hub.

2.02 Purposes

The South Florida Tech Association is a non-profit 501(c)6 membership association that will unite and build the innovation and technology industry throughout South Florida.

Our purpose is to foster a community of technology, innovation, & creativity in South Florida.

Above all else, our primary goal is to build South Florida into a premiere technology & innovation hub in the United States.

As a regional trade association, South Florida Tech promotes industry growth by working with business groups, educational institutions, and government entities to support the goals of member companies. The core focus is to produce long-term economic impact by attracting new business, supporting startups, and building the talent pool.

2.03 Powers

South Florida Tech shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts that may be necessary or convenient to affect the purposes for which South Florida Tech is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The powers of South Florida Tech may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.04 Nonprofit Status

(a) Nonprofit Legal Status: The Palm Beach Technology Association, Inc. is a Florida non-profit corporation, with tax exempt status under Section 501(c)(6) of the Internal Revenue Code.

(b) Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of South Florida Tech shall take any action or carry on any activity by or on behalf of South Florida Tech not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of South Florida Tech shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that South Florida Tech shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution: Upon termination or dissolution of The Palm Beach Technology Association, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization(s) to receive the assets of the The Palm Beach Technology Association, Inc. hereunder shall be selected in the discretion of a majority of the directors.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

South Florida Tech shall have no members who have any right to vote or title or interest in or to South Florida Tech, its properties and franchises.

3.02 Membership Dues

The board shall determine and publicly adopt annual membership levels outlining the dues and associated benefits, for:

- (a) Individual Members
- (b) Corporate Members
- (c) Nonprofit Members

3.03 Exceptions

It shall be the right of the board of directors to waive such dues to any potential members by majority vote at any meeting of the board. Each potential member to be made exempt from membership dues must fit the purpose of South Florida Tech as determined by the board. Staff shall have the right to temporarily waive membership dues, in consultation with the board chair, prior to the next regular meeting of the board where an official decision shall be made.

3.04 Partners & Affiliate Members

The board may approve classes of non-voting with rights, privileges, and obligations established by the board, known as “partners.” They must be nonprofit organizations or government entities that seek to support the mission of The Palm Beach Technology Association, Inc.

The board shall have authority to admit any individual or organization as an affiliate member, to recognize representatives of affiliates, and to make determinations as to affiliates’ rights, privileges, and obligations. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at events or online. Affiliates have no voting rights, and are not members of South Florida Tech. Staff shall have the right to temporarily approve affiliate members, in consultation with the board chair, prior to the next regular meeting of the board where an official decision shall be made.

3.05 Partner & Affiliate Member Dues

The board shall determine what dues, if any, are required by partners and affiliate members on a case by case basis.

3.06 Membership

The board shall ensure a minimum of seventy percent (70%) of its Corporate Members include companies or departments representing the technology industry, per the mission outlined in these Bylaws. This includes companies that are engaged in the business of creating, developing, distributing, selling, or otherwise providing technology, products, or services in the fields of software, digital media, digital or technological design, robotics, engineering, or information technology (together, “Technologies”) or are primarily engaged in providing technical support or services with respect to such Technologies and the use and application thereof.

Corporate Members representing companies or departments outside the technology industry must be limited to no more than thirty percent (30%) of Membership. This includes organizations providing non-Technology services or products.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

South Florida Tech shall have a board of directors consisting of at least 8 and no more than 36 directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of South Florida Tech shall be managed under the discretion of the board, except as otherwise provided by law.

4.03 Terms

- (a)** All directors shall be elected to serve a two-year term.
- (b)** Directors may serve four (4) terms in succession, unless otherwise noted.
- (c)** Terms shall begin July 1 and end June 30 of the next calendar year.
- (d)** Should a director to be nominated for more than 4 successive terms, they must be approved through a super majority.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an active corporate member of South Florida Tech. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place by June of each year.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

4.06 Removal of Directors

A director may be removed by a two-thirds majority vote of the board of directors then in office, if:

- (a)** the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board chair is empowered to excuse directors from attendance for a reason deemed adequate by the board chair. The chair shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice chair shall excuse the chair; or
- (b)** for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written

notification of the board's intention to consider his/her removal at least seven (7) days prior to that meeting and is given the opportunity to be heard.

4.07 Board of Directors Meetings

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board of directors meetings shall be held upon 14 days notice by first-class mail or electronic mail. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings: Special meetings of the board may be called by the chair, vice chair, secretary-treasurer, or any two (2) other directors of the board of directors. A special meeting of the board of directors must be preceded by at least 48 hours notice to each director of the date, time, and place, and purpose, of the meeting.

4.08 Informal Action By The Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of directors gives consent.

4.09 Manner of Acting

(a) Quorum: A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board of directors. No business shall be considered by the board of directors at any meeting at which a quorum is not present.

(b) Majority Vote: Except as otherwise required by law, the Articles of Incorporation, or elsewhere in these Bylaws where more than a majority is needed to take a certain action, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

(c) Tied Board Decisions: On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the chair shall have the power to swing the vote based on his/her discretion.

(d) Participation: Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(e) Super Majority: The act of a two-thirds majority vote of the directors present at a meeting at which a quorum is present.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors.

4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to South Florida Tech. Such remuneration shall be reasonable and fair to South Florida Tech and must be reviewed and approved in accordance with the board of directors Conflict of Interest policy and state law.

4.12 Ex-Officio Directors

The board of directors may provide, by majority vote, temporary or permanent non-voting director positions to public, private, or government entities who share the purposes of South Florida Tech. Each entity shall have such authority to appoint their representative as seen fit by their organization, to be affirmed by the board of directors. Ex-Officio directors shall be exempt from the qualifications outlined in Chapter 4.04 of these Bylaws.

ARTICLE V

COMMITTEES

5.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors and as many as 12 active individual or corporate members, to serve at the pleasure of the board of directors. Any committee, to the extent provided in the resolution of the board of directors, shall have all the authority of the board of directors, except that no committee, regardless of board resolution, may:

- (a)** take any final action on matters which also requires board of directors approval or approval of a majority of all board members;
- (b)** fill vacancies in any committee which has the authority of the board of directors;
- (c)** amend or repeal Bylaws or adopt new Bylaws;
- (d)** amend or repeal any resolution of the board of directors which by its express terms is not so amenable or repealable;
- (e)** appoint any other committees of the board of directors or the members of these committees;
- (f)** expend corporate funds to support a nominee for director; or
- (g)** approve any transaction:
 - (i) to which South Florida Tech is a party and in which one or more directors has a material financial interest; or
 - (ii) between South Florida Tech and one or more of its directors or between South Florida Tech and any person or entity to which one or more of its directors has a material financial connection.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by, held, and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of the directors. The time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committees not inconsistent with the provision of these Bylaws.

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of South Florida Tech shall be a board chair, vice-chair, and secretary-treasurer, all of whom shall be chosen by, and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties and authority of other officers. The board of directors may also appoint additional vice-chairs and such other officers as it deems expedient for the proper conduct of the business of South Florida Tech, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

6.02 Term of Office

Each officer shall serve a two-year term of office and may not serve more than two (2) consecutive terms of office in the same officer position, with the exception of the secretary-treasurer. Unless unanimously elected by the board of directors at the end of his/her one-year term, each board officer's term of office shall begin upon the adjournment of the board of directors meeting at which elected and shall end upon the adjournment of the board of directors meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer or an officer's appointed assistant at any time with or without cause by a two-thirds vote at any meeting of the board of directors. Any officer may resign at any time by giving written notice to South Florida Tech without prejudice to the rights, if any, of South Florida Tech under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board Chair

The board chair shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 Vice Chair

In the absence or disability of the board chair, the ranking vice chair or vice chair designated by the board of directors shall perform the duties of the board chair. When so acting, the vice chair shall have all the powers of and be subject to all the restrictions upon the board chair. The vice chair shall have such other powers and perform such other duties prescribed for them by the board of directors or the board chair. The vice chair shall normally accede to the office of board chair upon the completion of the board chair's term of office.

6.06 Secretary-Treasurer

The secretary-treasurer shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors, and shall be responsible for authenticating all records of South Florida Tech as required by law. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary-treasurer shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary-treasurer shall be the lead director for oversight of the financial condition and affairs of South Florida Tech. The secretary-treasurer shall oversee and keep the board of directors informed of the financial condition of South Florida Tech and of audit or financial review results. In conjunction with other directors or officers, the secretary-treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of South Florida Tech, are made available to the board of directors on a timely basis or as may be required by the board of directors. The secretary-treasurer may appoint, with approval of the board of directors, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the secretary-treasurer relating to oversight of the financial condition and affairs of South Florida Tech. The secretary-treasurer shall perform all duties properly required by the board of directors or the board chair, and shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board chair.

6.07 Non-Director Officers

The board of directors may designate additional officer positions of South Florida Tech and may appoint and assign duties to other non-director officers of South Florida Tech.

6.08 President & CEO

The President & CEO, or such person who acts in that role as highest ranking staff member temporarily or permanently, shall serve as an ex-officio non-voting officer of the board of directors.

ARTICLE VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

7.01 Contracts and Other Writings

Except as otherwise provided by resolution of the board of directors or board of directors policy, all contracts, deeds, leases, mortgages, grants, and other agreements of South Florida Tech shall be executed on its behalf by the secretary-treasurer or other persons to whom South Florida Tech has delegated authority to execute such documents in accordance with policies approved by the board of directors.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of South Florida Tech, shall be signed by such officer or officers, or agent or agents, of South Florida Tech and in such manner as shall from time to time be determined by resolution of the board of directors.

7.03 Deposits

All funds of South Florida Tech not otherwise employed shall be deposited from time to time to the credit of South Florida Tech in such banks, trust companies, or other depository as the board of directors or a designated committee of the board of directors may select.

7.04 Loans

No loans shall be contracted on behalf of Palm Beach Tech and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board of directors. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification: Palm Beach Tech shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director or officer of Palm Beach Tech against reasonable expenses incurred by him or her in connection with the proceeding.

(b) Permissible Indemnification: Palm Beach Tech shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of Palm Beach Tech, against liability incurred in a proceeding, if the determination to indemnify him or her has been made in the manner prescribed by law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by South Florida Tech in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of:

(i) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and

(ii) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by South Florida Tech in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer or former officer of South Florida Tech who is not a director is entitled to mandatory and permissible indemnification under this article to the same extent as a director. South Florida Tech may also indemnify and advance expenses to an employee or agent of South Florida Tech who is not a director, consistent with Florida law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board of directors or by contract.

ARTICLE VIII

MISCELLANEOUS

8.01 Books and Records

South Florida Tech shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board of directors. In addition, South Florida Tech shall keep a copy of South Florida Tech's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of South Florida Tech shall be from July 1 to June 31 of each year.

8.03 Conflict of Interest

The board of directors and its agents shall not adopt any policy or decision that may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. The board of directors may adopt and periodically review a conflict in interest policy to protect South Florida Tech's interest when it is contemplating any transaction or arrangement in accordance with these Bylaws.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, gender identity, race, religion, national origin, and sexual orientation. It is the policy of South Florida Tech not to discriminate on the basis of race, creed, ancestry, marital status, sex, gender identity, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board of directors, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause South Florida Tech to cease to qualify as an exempt corporation under Section 501 (c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code;
- (b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a board of directors meeting; and,
- (c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

DOCUMENT RETENTION POLICY

9.01 Purpose

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of South Florida Tech's records.

9.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, The South Florida Tech may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, including but not limited to cost management and preserving intellectual property and the rights thereto. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. South Florida Tech expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: if you believe, or South Florida Tech informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. This exception

supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) Corporate Documents: Corporate records include South Florida Tech's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records: Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning South Florida Tech's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(c) Employment Records/Personnel Records: State and federal statutes require South Florida Tech to keep certain recruitment, employment and personnel information. South Florida Tech should also keep personnel files that reflect performance reviews and any complaints brought against South Florida Tech or individual employees under applicable state and federal statutes. South Florida Tech should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

(d) Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in South Florida Tech's minutes book. A clean copy of all other board of directors and board of directors committee materials should be kept for no less than three years by South Florida Tech.

(e) Press Releases/Public Filings: South Florida Tech should retain permanent copies of all press releases and publicly filed documents under the theory that South Florida Tech should have its own copy to test the accuracy of any document a member of the public can theoretically produce against South Florida Tech.

(f) Legal Files: Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

(g) Marketing and Sales Documents: South Florida Tech should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, which is generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

(h) Contracts: Final, execution copies of all contracts entered into by South Florida Tech should be retained. South Florida Tech should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(i) Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(j) Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

(k) Insurance: Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(l) Audit Records: External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

ARTICLE X

TRANSPARENCY AND ACCOUNTABILITY

Disclosure of Financial Information with the General Public

10.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, The Palm Beach Technology Association, Inc practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by South Florida Tech are presumptively open to staff and/or the public;
- (b) indicate which documents and materials produced by South Florida Tech are presumptively closed to staff and/or the public; and,
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

10.02 Financial and IRS documents (the Form 1023 and the Form 990)

The Palm Beach Technology Association, Inc shall provide its Internal Revenue Service forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

10.03 Means and Conditions of Disclosure

The Palm Beach Technology Association, Inc shall make the aforementioned documents available, by request of the board chair and/or staff, to be viewed and inspected by the general public.

- (a) The documents shall be provided in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The Palm Beach Technology Association, Inc shall not charge a fee for providing the information. Documents shall not be provided in a format that would

require special computer hardware or software (other than software readily available to the public free of charge).

(c) This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

10.04 IRS Annual Information Returns (Form 990)

The Palm Beach Technology Association, Inc shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither approval of the Form 990 or review of the 990 is required under federal law, South Florida Tech's Form 990 shall be submitted to each member of the board of directors by hard copy or email at least ten (10) days before the Form 990 is filed with the IRS.

10.05 Board

(a) All board of directors deliberations shall be open to the public except where the board of directors passes a motion to make any specific portion confidential.

(b) All board of directors minutes shall be open to the public once accepted by the board of directors, except where the board of directors passes a motion to make any specific portion confidential.

(c) All papers and materials considered by the board of directors shall be open to the public following the meeting at which they are considered, except where the board of directors passes a motion to make any specific paper or material confidential.

10.06 Staff Records

(a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

(b) No staff records shall be made available to any person outside South Florida Tech except the authorized governmental agencies.

(c) Within South Florida Tech, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that staff records shall be made available to the board of directors when requested.

10.07 Donor Records

(a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

(b) No donor records shall be made available to any other person outside South Florida Tech except the authorized governmental agencies.

(c) Within South Florida Tech, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the board of directors when requested.

ARTICLE XI

CODE OF ETHICS (the "Code")

11.01 Purpose

South Florida Tech requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of South Florida Tech must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of South Florida Tech to adhere to all laws and regulations that apply to South Florida Tech and the underlying purpose of this policy is to support South Florida Tech's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

11.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of South Florida Tech is in violation of law, a written complaint must be filed by that person with the vice chair or the board chair.

11.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

11.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of South Florida Tech and provides South Florida Tech with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Palm Beach Technology Association, Inc shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of South Florida Tech or of another individual or entity with whom South Florida Tech has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

South Florida Tech shall not retaliate against any director, officer, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of South Florida Tech that the individual reasonably believes is in violation of a law, rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

11.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

11.06 Handling of Reported Violations

The board chair or vice chair shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports shall be promptly investigated by the board of directors and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

12.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws were approved by The Palm Beach Technology Association, Inc board of directors on Wednesday, January 6, 2021 and constitute a complete copy of the Bylaws of South Florida Tech.

Chair: Michael Dputa

Date: January 7th 2021

ADOPTED
July 7, 2015

AMENDED
August 23, 2019
February 26, 2020
August 26, 2020
January 6, 2021