

AMENDED & RESTATED
BY-LAWS OF THE C. G. JUNG SOCIETY OF SARASOTA, INC.
A Florida Non-Profit Corporation

ARTICLE I – CORPORATION

Section 1.1 Corporate Name. The name of the Corporation shall be The C. G. Jung Society of Sarasota, Inc.

Section 1.2 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Florida, as required by the State of Florida Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

Section 1.3 Corporate Purpose. The purpose of the organization is to provide education on the psychology of C. G. Jung and works inspired by C. G. Jung.

ARTICLE II – MEMBERSHIP

Section 2.1 Members. The Corporation shall not have voting members.

ARTICLE III – DIRECTORS

Section 3.1 Number, Qualifications and Term of Office. The Board of Directors of this Corporation shall consist of not less than three (3) and not more than eleven (11) Directors. A person nominated to be a Director shall be a member of the Society.

The term of office shall begin following the election. Directors shall serve a one-year introductory term. If reelected, Directors are eligible to serve a two-year term and a three-year term. Terms may be renewed for Directors in good standing by the majority of Directors present at scheduled meetings with a quorum established. Directors may serve a

maximum of six consecutive years. A former Director may be elected to serve as a Director after a one-year hiatus.

Section 3.2 Role. Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such Officers and agents as the Board may by resolution, designate.

Section 3.3 Vacancy. Whenever a vacancy exists on the Board of Directors, whether by death, resignation or otherwise, the vacancy shall be filled by a majority vote of the remaining Directors at a regular or special meeting of the Board. Any Board member who fails to attend three consecutive Board meetings without good cause, as determined by the remaining Board members, shall be removed as a Director, and that vacancy shall be filled by the majority vote of the remaining members of the Board.

Section 3.4 Removal. Any Director may be removed from office with or without cause by majority vote.

Section 3.5 Compensation. No Director shall receive any compensation for acting as such.

Section 3.6 Conflict of Interest. Each Director shall sign a conflict-of-interest statement and disclosure form annually and abide by the requirements as defined in the Conflict-of-Interest policy.

ARTICLE IV – MEETINGS & VOTING

Section 4.1 Regular Meetings. The Board of Directors shall meet on a regular basis but at least four times a year, unless otherwise determined by the President in consultation with the Executive Committee. Members of the Board of Directors shall have the power to vote at such meetings. Directors are entitled to seven days' notice of the date, time, and place of each regular meeting, unless waived.

Section 4.2 Special Meetings. Special meetings of the Board may be called at any time by the President or by one-third of the Directors when deemed to be in the best interest of the corporation. Directors are entitled to twenty-four hours' notice of the date, time, place, and purpose of each special meeting, unless waived.

Section 4.3 Annual Meetings. The Board shall hold an annual meeting, as determined by the Board, to elect Officers, approve the new fiscal year budget, determine the schedule for the year's regular meetings, and complete annual forms. Directors are entitled to seven days' notice of the date, time, and place of the annual meeting, unless waived.

Section 4.4 Notice. Notice shall be deemed given when postmarked and addressed to the recipient's last known address or when sent via email or other electronic means.

Section 4.5 Quorum. Except as otherwise required by statute, the presence, whether in person or via telephone or electronic means, of a majority of the Directors constitutes a quorum for the transaction of business.

Section 4.6 Voting. Each Director shall be entitled to one vote on any matter submitted to a vote at a Board meeting where a quorum is present. A quorum shall be a majority of the Directors. Proxy voting is prohibited. Board action requires a majority vote, unless the Articles of Incorporation, Bylaws, Board-approved policies, or provisions of law require a different vote on a specific item of business.

Section 4.7 Action without a Meeting. If a supermajority, defined as 75%, of the Directors consent in writing, by a telephone poll recorded in writing, by email, or by other electronic means, to any action required or permitted to be taken by the Board at any meeting, the action shall be as valid as though it had been authorized at a meeting of the Board, provided that all Directors are given an opportunity to vote. Where less than unanimous consent is given, all Board members shall be provided notice of the action taken. The vote must be recorded in the minutes of the very next meeting of the Board of Directors.

ARTICLE V – OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. These Officers constitute the Executive Committee. Any Officer may hold more than one office at a time with the exception of the President and the Treasurer being the same person.

Section 5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by a majority of Board members with a quorum present at the annual meeting. The term of all Officers shall be for a period of one year, expiring at the next annual meeting. If an Officer is elected midterm due to a vacancy, the Officer shall be deemed to have served a full year. The maximum term in any one office shall not exceed three consecutive years.

Section 5.3 Removal. Any Officer may be removed by the Board of Directors whenever, in its judgment, the interests of the Corporation would be thereby best served.

Section 5.4 Vacancy. A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.5 President. The President shall be the chief executive officer of the Corporation, and shall exercise general supervision and control over all activities of the Corporation. The President shall be an ex-officio member of all committees of the Society. The President may sign, with the Secretary or other Officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, the execution of which has been authorized by the Board of Directors. An exception to this shall include cases where the signing and execution thereof shall have been expressly delegated by the Board of Directors, by these by-laws or by law, to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors.

Section 5.6 Vice President. In the absence of the President or in the event of inability or refusal to act, the Vice President shall perform the duties of the President and shall have the powers incident thereto. The Vice President shall perform such additional duties as may be assigned by the President or by the Board of Directors.

Section 5.7 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; prepare and keep an accurate and complete set of books of account; receive and give receipt for monies due and payable to the Corporation, including voluntary donations and charitable bequests, from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks trust companies, or other depositories as shall be selected by the Board of Directors; and perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

The Treasurer shall prepare a draft annual budget, which shall be submitted to the Board of Directors for review and/or revision by September 1st.

If so required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate.

Section 5.8 Secretary. The Secretary shall keep the minutes of all meetings of members of the Board of Directors. The Secretary shall also see that all notices are duly given in accordance with these by-laws, or as required by law. The Secretary shall be custodian of the Corporate records and keep a membership book containing the names and addresses of all due paying members. In addition, the names and addresses of Directors of the Corporation shall also be recorded. In cases where a membership has been terminated, this shall be recorded along with the reason for termination. The Secretary shall otherwise keep and maintain all other papers, books, and documents belonging to the Corporation or pertaining to its affairs, that may come into the Secretary's possession. The Secretary shall make such records available at all reasonable times and on demand of any Director or member of the Corporation.

Section 5.9 Executive Director. The Board of Directors of The C. G. Jung Society of Sarasota, Inc., may appoint an Executive Director, who will support the leadership, volunteers and partners to implement the mission of The C. G. Jung Society of Sarasota, Inc. The Executive Director will help to carry out the activities of the Society and follow the Board approved job description for the position.

Article VI - COMMITTEES

Section 6.1 Committee Establishment. The Board shall establish standing and ad hoc committees as needed and shall determine the functions and duties of each committee.

Section 6.2 Committee Chairs. The President shall appoint all committee chairs, whose installation shall be effective as of the annual meeting. The term of each committee chair shall be for a period of one year, expiring at the next annual meeting. If a committee chair is appointed midterm due a vacancy, the committee chair shall be deemed to have served a full year. The maximum term of any committee chair shall not exceed three consecutive years.

Section 6.3 Executive Committee. The Executive Committee shall be comprised of the President, Vice President, Secretary, and Treasurer. The President may appoint one additional Director to serve on the Executive Committee. The Executive Committee may make recommendations to the Board. The Executive Committee is accountable to the Board and bears no independent decision-making authority.

ARTICLE VII - CORPORATE RECORDS & FISCAL MATTERS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall commence on the first day of October of each year and end on the last day of September of each year.

Section 7.2 Loans. No loan shall be granted to an Officer of the Corporation. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. All notes or other evidence

of indebtedness issued in the name of the Corporation, shall be signed by two Officers, or agents of the Corporation, in such manner as the Board of Directors shall by resolution determine. In the absence of such determination, such instruments shall be signed by the President and Treasurer of the Corporation.

Section 7.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such executive officer or executive officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 7.5 Maintenance of Corporate Records. The Corporation shall keep correct and complete books, records of account, the corporation's Articles of Incorporation and Bylaws, minutes, and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 8.1 Indemnification. The Corporation shall provide indemnification as stated in Florida Statutes Section 617.0831, as amended from time to time.

Section 8.2 Insurance of Risk. The President shall have the authority to purchase and maintain insurance on behalf of any person who is or was an agent against any liability or claim asserted against the agent and incurred while acting as an agent or arising out of his or her status as an agent of the Corporation.

ARTICLE IX - DISSOLUTION

Section 9.1 Resolution to Dissolve. Should the Corporation desire to dissolve and wind up its affairs, the Board shall adopt a resolution to dissolve consistent with all applicable federal and state laws governing the practices of non-profit corporations.

Section 9.2 Plan of Distribution. The Corporation shall adopt a plan providing for the distribution of assets, not inconsistent with governing laws, in the following manner:

- 1. Resolution.** The Officers of the Board shall adopt a resolution recommending a plan of distribution and direct its submission to a vote at a regular or special meeting of Directors entitled to vote thereon.
- 2. Notice.** Written notice setting forth the proposed plan of distribution, or a summary thereof, must be given to each Director seven (7) days prior to the scheduled meeting.
- 3. Contents.** A plan of dissolution of assets must provide that:
 - a. All liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made thereof;
 - b. Assets held by the Corporation upon condition requiring return, transfer or conveyance upon dissolution shall be handled in accordance with such requirements;
 - c. Assets received and held subject to use only for charitable or similar purposes, but not requiring return, transfer or conveyance, shall be transferred or conveyed to one or more organizations engaged in activities substantially similar to those of the dissolving Corporation; and
 - d. The plan of distribution of assets shall specify the distribution of any remaining assets.

4. **Filing.** A copy of the plan of distribution of assets, authenticated by an Officer of the Corporation and containing the Officer's certificate of compliance with state regulations, shall be filed with the Department of State.

ARTICLE X – AMENDMENTS

Section 10.1 Amendment Procedures. These bylaws may be amended by affirmative vote of a majority of the Directors, provided a full text of such proposed amendment(s) shall have been published in or with the notice of the meeting. These Bylaws will be reviewed periodically for the purpose of keeping the same current and in consonance with the aims and objectives of the Corporation. In the event of a conflict between the by-laws, including any amendments thereto, and the Articles of Incorporation, the provisions of the Articles of Incorporation shall control.

Approved by the Board of Directors of The C. G. Jung Society of Sarasota, Inc. on _____, 2023.

[Insert Name], President

[Insert Name], Secretary