



**BYLAWS OF
ERADICATING THE SCHOOL-TO-PRISON PIPELINE
FOUNDATION, INC. (E-SToPP Foundation)**

**ARTICLE I:
ORGANIZATION**

Section 1.1: Name.

The name of the corporation is and shall be Eradicating the School-to-Prison Pipeline Foundation, Inc. The corporation is authorized to use and operate with less than its full legal name in its interaction with the general public or specified third parties. For this purpose, a fictitious name (E-SToPP Foundation) has been filed and registered with the Florida Department of State. Hereafter in this document, the corporation will be referred to as E-SToPP.

Section 1.2: Office.

The initial post office address of the principal office of E-SToPP in the state of Florida shall be at 9501 S.W. 160 Street, Miami, Florida, 33157. The Board of Directors may, from time to time, move the principal office of E-SToPP to any other address in the State of Florida. E-SToPP may have such other offices within the State of Florida as the Board of Directors may from time to time establish.

Section 1.3: Registered Agent.

E-SToPP shall have and continuously maintain in the State of Florida a registered office, and a registered agent whose office is identical with such as required by the State of Florida, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II:
PURPOSES**

Section 2.1: Mission.

E-SToPP is a 501(c)(3) not-for-profit organization dedicated to eradicating the school-to-prison pipeline throughout southeastern Florida's most economically disadvantaged communities by building a grass-roots network of transformative schools and educational opportunities for underserved and unserved youth.

Section 2.2: Vision.

E-SToPP's "safe haven" model provides youth, who are involved in or at risk of being involved in suspension, expulsion, serious school failure, dropping out, and/or incarceration, with hope for a new life through holistic care, empowering education, sustainability, and social



entrepreneurship. E-SToPP’s “safe haven” model empowers and prepares youth with sophisticated academic, vocational, social, health and wellness, and critical thinking tools and skills they need for successful high school graduation, college, work, and a healthy life as leaders in their community and society. E-SToPP ultimately provides open access, collaboration, and accountability through transformative research, education, and practice for the purpose of transforming public school and juvenile justice education systems. By advancing education for distressed, underprivileged, and disenfranchised youth and their families and communities, E-SToPP helps mitigate community violence, deterioration, prejudice, discrimination, and juvenile delinquency in the long-term.

**ARTICLE III:
ANTI-DISCRIMINATION POLICY**

E-SToPP shall not discriminate against students, parents or guardians of students, employees, applicants, contractors, or individuals participating in E-SToPP-sponsored activities. E-SToPP schools shall admit students of any race, color, national origin, ethnic origin, religion, gender, sexual orientation, disability, ability, and language to all the rights, privileges, programs, services, and activities generally accorded or made available to students at the school.

**ARTICLE IV:
THE BOARD OF DIRECTORS**

Section 4.1: Board of Directors.

The Board of Directors shall consist of no fewer than three (3) members and no more than eleven (11) voting members or otherwise odd number deemed necessary by the Board. Staff, Advisory Board, and Youth Advisory Board members are ex officio members with voice but no vote. The Board of Directors are responsible for overall supervision, guidance, governance, and formal pursuit of the mission and vision of E-SToPP as a legitimate 501(c)(3) not-for-profit charitable organization, including all endeavors and initiatives, such as schools, out-of-school programs, and after-school programs. The Board of Directors defines, determines, outlines, and delegates each school’s or other endeavor’s hierarchy of authority, responsibilities, rules, and regulations related to staff job performance, benefits, evaluation, and mentoring procedures. The Board of Directors also provides each school or other endeavor with fiscal compliance, support, and sound management; legal guidance; insurance compliance; human resource support and management; fiscal plant acquisition, maintenance and support; and guidance in federal, state, and local public school regulations and requirements.

Section 4.2: Members.

Membership shall consist only of the Board of Directors.

Section 4.3: Governance.



The Board of Directors shall oversee the business, property, school(s), educational programs, and affairs of E-SToPP.

Section 4.4: Responsibilities.

The Board of Directors is primarily responsible for fulfillment of the mission and vision of E-SToPP, and management of its financial interests. As a group, the members are in charge of maintaining a clear organizational mission and vision; forming the strategic plan to accomplish the mission and vision; overseeing and evaluating the plan's success; hiring and providing adequate support to staff as determined necessary; representing E-SToPP to the community; and raising adequate funds to ensure the financial solvency of E-SToPP.

Section 4.5: Compensation.

No member of the Board of Directors shall receive any salary or fiscal compensation for his or her services as a Director. However, members of the Board of Directors may be paid for services rendered, reimbursed for expenses such as traveling to meetings, or paid a stipend.

Section 4.6: Number.

The Board of Directors shall consist of no fewer than three (3) members and no more than eleven (11) members or otherwise odd number deemed necessary by the Board.

Section 4.7: Election.

The Board of Directors shall be elected by the board members at any meeting of the Board of Directors. The Board shall make an effort of due diligence to select persons as Directors who are able to participate effectively in fulfilling the responsibilities of the Board membership. Applicants shall complete and submit a Board of Directors Application, which has been approved by the Board of Directors, and undergo an interview with the Board of Directors prior to election. No vote on new members shall be held unless a quorum (two-thirds) of Board members is present.

Section 4.8: Term.

Each Director shall hold office for two (2) years until such Director decides to resign or in the event that the Executive Committee of the Board of Directors decides to remove such Director, based on an evaluation of his/her contributions to the organization.



Section 4.9: Vacancies.

- a. Causes. One or more vacancies in the Board of Directors shall be deemed to exist upon the expiration of the term of office of one or more Director, or the death, resignation, or removal of any Director; or an increase in the authorized number of Directors.
- b. Resignation. Any Director may resign by giving written notice to the President or Vice-President. This resignation shall become effective immediately upon receipt of the notice, unless the notice specifies a future effective date. The Board of Directors may elect a successor to take office when the resignation becomes effective.
- c. Vacancies Filled. A sufficient number of Directors will be elected at board meetings to fill upcoming vacancies due to the expiration of the term of office of any member of the Board of Directors. The Board of Directors may elect a Director at any time to fill one or more vacancies by a quorum vote of the Directors then in office. If one or more vacancies occur for any reason other than annual expiration of the term of office of one or more Directors, the Board may fill such vacancy at any meeting. The Board shall not be obligated to fill one or more vacancies, so long as there remains on the Board the minimum number of Directors required by these bylaws.
- d. Reduction in the authorized number of Directors. Reduction in the authorized number of Directors shall not have the effect of removing any Director.

Section 4.10: Meetings.

- a. Time and Place. The Board of Directors shall meet monthly at such time and/or place as the Board may from time to time designate in consideration of the officers' and committees' reports, in consideration of the officers and committees, and in consideration of such other business as may be brought before it. Notice of a meeting of the Board of Directors shall be given at least two weeks by written notice delivered personally, by mail or email, or by telephone to each Director, and shall state the purpose(s) for which it is called.
- b. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or one-third (1/3) of all of the Directors. Notice of any special meeting of the Board of Directors shall be given at least two weeks by written notice delivered personally, by mail or email, or by telephone to each Director, and shall state the purpose(s) for which it is called.



- c. Conduct and Adjournment. Roberts Rules of Order shall be used at each meeting. The order of business at regular meetings shall be:
 - (1) Roll Call
 - (2) Approval of Minutes
 - (3) Report of Officers
 - (4) Report of Committees
 - (5) Old and Unfinished Business
 - (6) New Business
 - (7) Adjournment

- d. Quorum. At least two-thirds of the Board of Directors shall constitute a quorum for the transaction of business or motions passed at any meeting of the Board.

- e. Voting. At all meetings of the Board of Directors, voting shall be by voice vote unless otherwise determined by the Board of Directors. Voting by proxy shall be permitted. The proxy shall be furnished to the President or Vice-President prior to commencement of the scheduled board meeting.

- f. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, may be taken without a meeting. Notice of the intended action shall be sent in advance to all of the members of the Board. Written consent, setting forth the action so taken, shall be signed by a quorum of all of the Directors.

- g. Meeting via Telephone. Subject to the provisions required or permitted by these bylaws or the law of the State of Florida for notice of meetings, the Directors may participate in and hold any meeting required or permitted under these bylaws by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute attendance in person at the meeting.

- h. Attendance at Board Meetings. A Director must attend at least 10 out of the 12 monthly meetings. A Director who misses two (2) consecutive regularly scheduled meetings of the Board of Directors without prior notification of absence to the President or Vice-President shall be deemed to have resigned as a Director. A Director may be removed from the Board for excess absences if he or she has two (2) unexcused absences from Board meetings in a year. A Director may be removed for other reasons by a quorum vote of the remaining Board of Directors.



ARTICLE V: OFFICERS

Section 5.1: Number, Selection.

- a. Number. The number of E-SToPP Officers is three (3) and shall consist of President; Vice-President; Secretary/Treasurer. Such other officers, assistant officers, and agents may be added as the Board of Directors deems necessary or desirable.
- b. Selection. The Officers of E-SToPP shall be selected from the members of the Board of Directors. Any two or more offices may be held by the same person, providing approval of the Board.

Section 5.2: Election or Appointment, Term, Qualifications.

- a. Election or Appointment. Officers shall be elected or appointed as indicated in these bylaws by a quorum of the Board as the first order of business at the January meeting of the Board or as needed during the year. New Offices may be created and filled at any meeting of the Board.
- b. Term. Each officer shall hold office for the term of two (2) years and until such officer is duly reelected and/or such officer's successor has been duly elected and shall have qualified. Nominations for officers shall be made by the Strategic Planning Development Committee as well as from the Board members present at the annual meeting.
- c. Qualifications. Qualifications for being selected or appointed as an officer shall be that the person (a) is a member of the Board of Directors of E-SToPP and (b) possesses skills needed to perform duties indicated in these bylaws.

Section 5.3: Removal or Resignation.

Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of E-SToPP will be served thereby. Election or appointment of an officer shall not of itself create any contract rights. Any officer may resign by giving written notice to the President or Vice-President. The resignation is effective immediately upon receipt of the notice, unless the notice specifies a later effective date for the resignation.



Section 5.4: Vacancies.

Any vacancy in any office for reasons of resignation, removal, death, disqualification, or any other cause may be filled by the Board of Directors at any meeting of the Board.

Section 5.5: Powers and Duties.

The Officers of E-SToPP shall have such powers and duties as written in these bylaws, except as modified by the Board of Directors, as generally pertain to their offices or conferred by law respectively, as well as such powers and duties as from time to time shall be conferred by the Board of Directors and amended in these bylaws.

Section 5.6: The President.

The President of the Board by virtue of the office shall be Chairperson of the Board of Directors and chairs the Executive Committee. The President shall have general direction of the affairs of E-SToPP and general supervision over its Board membership, subject however, to the control of the Board. The President shall preside at all meetings of the Board, and in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to the President by the Board or as are prescribed by these bylaws. The President shall have the authority to sign and execute in the name of E-SToPP all contracts or other instruments authorized by the Board, and all contracts and instruments in the usual and regular course of business.

Section 5.7: Vice-President.

The Vice-President shall perform the duties of the President, at the request of the President, or in the absence or death, disability, or resignation of the President, and when so acting, shall have all of the powers of, and be subject to the restrictions upon, the President. Any action taken by the Vice-President in the performance of the duties of the President shall be conclusive evidence of the request of the President to act or the absence or inability to act of the President. The Vice-President shall perform all duties and powers as the Board of Directors or the President from time to time may assign to or confer on the Vice-President including but not limited to the following: (a) create and/or update a system, plan of action, and/or programmatic strategies and accountabilities to perform his or her duties; and (b) designated member of the Executive Committee to ensure overall strategic, growth, and operational goals, mission, and vision of E-SToPP.

Section 5.8: Secretary/Treasurer.

The Secretary/Treasurer shall ensure and supervise the recording of the minutes of all meetings of the Board of Directors, and of the Executive Committee of the Board of Directors, in one or more books provided for such purpose and shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary/Treasurer shall be responsible for sending out meeting announcements, distributing copies of minutes



and the agenda to each Board member, and assuring that corporate records are maintained, including committee minutes. The Secretary/Treasurer shall in general perform all duties and powers as the Board of Directors or the President from time to time may assign to or confer on the Secretary/Treasurer. The Secretary/Treasurer shall chair the Finance Committee. The Secretary/Treasurer shall ensure and supervise the maintenance and security of all money, notes, securities, and other valuables, which may from time to time come into the possession of E-SToPP. The Secretary/Treasurer shall report at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of E-SToPP, and perform such other duties as these bylaws may require or the Board of Directors may prescribe.

Section 5.9: Assistant Officers.

Any Assistant Secretary or Assistant Treasurer appointed by the Board of Directors when deemed necessary shall have power to perform, and shall perform, all duties incumbent upon the Secretary or Treasurer, respectively, subject to the general direction of such respective officers, and shall perform such other duties as these bylaws may require or the Board of Directors may prescribe.

Section 5.10: Delegation.

The Board of Directors may delegate temporarily the powers and duties of any officer of E-SToPP, in the case of such officer's absence or for any other reason, to any other officer, and may authorize the delegation by any officer of E-SToPP of any such officer's powers and duties to any agent or employee, subject to the general supervision of such officer.

ARTICLE VI: COMMITTEES

Section 6.1: General Provisions.

Committees of the Board of Directors shall be standing or special committees. Each committee shall exercise such power and carry out functions as are designated by these bylaws or as delegated by the Board of Directors from time to time. Each committee shall have the power to act only during the intervals between the meetings of the Board of Directors and, except as hereinafter described, shall be advisory only and subject to the control of the Board of Directors. Each committee shall be comprised of a Chair, who shall be a member of the Board of Directors, and one or more additional parties who may be, but are not required to be, Board members: provided, however, that (a) the Executive Committee shall be comprised solely of Board members, as defined in Section 5.1 of these bylaws, and (b) with respect to any other committee which is authorized to act on behalf of E-SToPP and exercise functions and/or responsibilities of the Board, a majority of each such committee shall be members of the Board of Directors. Any person who is not a Board member who becomes a member of any



committee shall have the same responsibilities with respect to such committee as a Director who is a member thereof.

Section 6.2: Standing Committees.

Standing committees shall consist of the (a) Executive Committee and (b) Finance Committee, and such other standing committees as the Board of Directors may authorize from time to time.

Section 6.3: Special Committees.

Special committees may be appointed by the President of the Board of Directors with the approval of the Board of Directors for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such special committee shall stand discharged without further action of the Board.

Section 6.4: Appointment, Membership.

The Chair of each committee shall be appointed by the President of the Board at the annual Board meeting or whenever necessary, subject to the approval of the Board, and each Committee Chair may thereafter appoint such members as he or she deems appropriate, in accordance with Section 6.1 of these bylaws. If the Chair of any committee is unable to attend a Board meeting or Executive Committee meeting, he or she shall furnish a representative or the President with a report.

Section 6.5: Meeting, Quorum.

Two-thirds of the members of a committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as least monthly or as often as is necessary to perform its duties, and the Committee Chair shall delegate minutes of each meeting to be kept and emailed to the Secretary/Treasurer no later than one week after the committee meeting is held and, if applicable, no less than one week prior to the next regular Board meeting.

Section 6.6: Term of Office.

Each member of a committee shall continue as such until the following annual Board meeting, and thereafter until such member's successor is appointed, unless the committee shall be sooner discharged, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6.7: Executive Committee.

The Executive Committee shall consist of three (3) Officers, including the President, the Vice-President, and the Secretary/Treasurer or such other members of the Board as may be appointed by the President subject to the approval of the Board. The Executive committee



shall have the general supervision of the affairs of E-SToPP between quarterly and special meetings of the Board including the coordinated research, planning, development, and periodic evaluation of short-and long-range goals of educational, organizational, and business planning of schools and educational programs that will positively impact the educational outcomes of youth, families, and communities according to the mission and vision of E-SToPP. The Executive Committee shall give full reports of its actions at each Board meeting as is appropriate. The Executive Committee shall make recommendations to the Board concerning unresolved matters affecting E-SToPP in such form that the Board may make reasonable determinations in such matters. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with actions taken or policies established by the Board.

Section 6.8: Finance Committee.

There shall be a Finance Committee consisting of at least three (3) members, including the Secretary/Treasurer as chair of the Finance Committee. The Finance Committee shall be responsible for (a) review, approval, and monitoring of an annual budget that should be completed prior to the end of the current fiscal year; (b) annual audit of E-SToPP; (c) communication with investment managers; (d) review of investments and performance of the investment managers; (e) review of investment guidelines on a regular basis; and (f) general management, investment and reinvestment of the assets of E-SToPP. The Committee shall make recommendations to the Board for approval when necessary. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board.

Section 6.9: Other Committees.

Other committees may be established by the President of the Board. Members of such committees need not be members of the Board of Directors. The Chair of such Committee may remove any member whenever in its judgment the best interest of E-SToPP shall be served by such removal. These committees shall limit their activities to the accomplishments of the task for which it is appointed, and upon completion of the task, such committee shall stand discharged unless such Committee is ongoing.

Section 6.10: Delegation of Authority.

The Executive Committee and the other duly designated and appointed committees shall have and exercise the above described duties in the name of E-SToPP; provided however, that no committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; amending the Articles of Incorporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of E-SToPP; authorizing the voluntary dissolution of E-SToPP or assets of E-SToPP; amending or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of



Directors, or any individual Director, of any responsibility imposed by law upon the Board of Directors.

ARTICLE VII: BUSINESS AFFAIRS

Section 7.1: Contracts.

The President and/or designated Officer approved by the Board of Directors shall have the authority to execute, on behalf of E-SToPP, contracts or instruments in the usual and regular course of business. Unless so authorized by the Board of Directors or by these bylaws, no officer, agent or employee shall have any power or authority otherwise to bind E-SToPP by any contract or engagement, or to pledge its credit or to render it pecuniary liable for any purpose or in any amount.

Section 7.2: Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of E-SToPP shall be signed by the President and/or Secretary/Treasurer, or as shall from time to time be authorized pursuant to these bylaws or by resolution of the Board of Directors.

Section 7.3: Books and Records.

E-SToPP shall keep correct and complete books and records of account and shall keep minutes of the proceeding of its Board of Directors and committees having any of the authority of the Board of Directors. Any Director, or such Director's agent or attorney, may inspect all books and records for E-SToPP, for any proper purpose at any reasonable time.

Section 7.4: Financial Record and Annual Reports.

- a. Financial Records. E-SToPP shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of E-SToPP, including all income and expenditures, in accordance with general accepted accounting practices;
- b. Annual Report. Based on these records, the Board of Directors shall annually approve a report of the financial activity of E-SToPP for the preceding year. The report must be prepared in accordance with accounting principles generally accepted in the United States and must include a statement of support, revenue and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.
- c. Maintenance of Records. All records, books, and annual reports of the financial activity of E-SToPP shall be kept for the length of time required by law and shall be available to the public for inspection and copying during normal business hours.



Section 7.5: Depositories.

All funds of E-SToPP shall be deposited from time to time to the credit of E-SToPP in such banks or other depositories as the Board of Directors may from time to time designate, and upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening and maintaining within any such depository as it may designate, of general and special accounts, and may make such special rules and regulations with respect thereto as it may deem expedient.

Section 7.6: Corporate Seal.

The corporate seal, if any, shall be in such form as the Board of Directors shall approve, and such seal, or a facsimile thereof, may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of E-SToPP; provided, however, that the corporate seal shall not be required to cause the execution of any instrument to be effective.

Section 7.7: Fiscal Year.

The fiscal year of E-SToPP shall begin on January 1 and end on December 31.

Section 7.8: Gifts.

The Board of Directors may accept on behalf of E-SToPP any contribution, gift, or bequest for the general purpose of E-SToPP.

**ARTICLE VIII:
INDEMNIFICATION**

Section 8.1: Indemnification of Officers and Directors.

E-SToPP shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of E-SToPP) by reason of the fact that such person is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other expertise, from and against expenses (including attorneys' fees), judgments, fines, and amount paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if it is determined in accordance with Section 8.2 hereof, that such person (a) conducted himself or herself in good faith; (b) in a manner such person reasonably believed; (1) in the case of conduct in such person's official capacity as a Director or officer of E-SToPP, that such conduct was in the best interest of E-SToPP, and (ii) in all other cases, that such person's conduct was not opposed to E-SToPP's best interests; and (c) with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except to the extent permitted by applicable laws, a Director may not be indemnified under this Section



8.1 in respect of a proceeding (A) in which the person is found liable in the basis that personal benefit was improperly received by such person, whether or not the benefit resulted from an action then in the person's official capacity; or (B) in which the person is found to be liable to E-SToPP. The termination of any civil action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea or nolo contendere or its equivalent, shall not of itself create a presumption that the person did not meet the requirements set forth in this section. A person shall be deemed to have been found liable in respect of any claim, issue or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeal therefrom.

Section 8.2: Determination.

Any indemnification under Section 8.1 of this Article VIII (unless ordered by a court) shall be made by E-SToPP only as authorized in the specific case upon a determination that indemnification of the officer, Directors, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors at the time of the vote, who, at time of the vote, were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; provided however that if a Director, officer, employee or agent of E-SToPP has been successful on the merits or otherwise in defenses of any action, suit, or proceeding referred to in Section 8.1, or in defense of any claim, issues, or matter therein, such person shall automatically be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith without the necessity of any such determination that such person has met the applicable standard of conduct set forth in Section 8.1 of this Article VIII.

Section 8.3: Insurance.

E-SToPP may purchase and maintain insurance on behalf of any person who is, or was, a director, officer, or employee of E-SToPP, or is or was serving at the request of E-SToPP as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not E-SToPP would have the power to indemnify such person against liability under the provisions of this Article VIII or of any applicable laws. E-SToPP may purchase and maintain insurance in accordance with Florida Public School and/or Florida Juvenile Justice statutes and requirements.



Section 8.4: Other Coverage.

The indemnification provided by these Article VIII shall not be deemed exclusive if any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of E-SToPP, these bylaws, agreement, vote of disinterested Directors, the provisions of any applicable laws, or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

Section 8.5: Applicable Laws.

Any right of indemnification granted by this Article VIII shall be in addition to and not in lieu of any other such right to which any Director or Officer of E-SToPP may at any time be entitled under the laws of the State of Florida; and if any indemnification which would otherwise be granted by this Article VIII shall be disallowed by any competent court or administrative body as illegal or against public policy, then any Directors or Officer with respect to whom such adjudication was made, and any other Officer or Directors, shall be indemnified to the fullest extent permitted by law and public policy, it being the express intent of E-SToPP to indemnify its officers and Directors to the fullest extent possible in conformity with these bylaws, all applicable laws, and public policy.

**ARTICLE IX:
MISCELLANEOUS**

Section 9.1: Waiver of Notice.

Whenever any notice is required to be given under the provisions of the Articles of Incorporation of E-SToPP, these bylaws, or applicable laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

Section 9.2: Earnings, Loans.

No dividend shall be paid and no part of the income of E-SToPP shall be distributed to or shall inure to the benefit of any Director of E-SToPP or any private individual (except that reasonable compensation may be paid for services rendered to or for E-SToPP in effecting its purposes, or reimbursed for expenses such as traveling to meetings, or paid a stipend, see Section 4.5), and no Director shall be entitled to share in the distribution of any of the assets of E-SToPP on its dissolution. No loans shall be made by E-SToPP to its Directors. A loan from any Director may be made to E-SToPP only if duly recorded and repaid as soon as funds are available.



Section 9.3: Other Activities.

Notwithstanding any other provision of these bylaws, E-SToPP shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 9.4: Headings.

The headings in these bylaws have been inserted for convenience only and do not constitute matter to be construed as interpretation.

Section 9.5: Construction.

Whenever the context so requires, the masculine shall include the feminine or neuter, and the singular shall include the plural and conversely. If any portion of these bylaws shall be inoperative or invalid, then, so far as is reasonable and possible, the remainder of these bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 9.6: Amendments.

The bylaws may be altered, amended, or repealed or new bylaws may be adopted by a quorum of the Board of Directors at any duly held meeting of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.