

AMENDED
BYLAWS
OF
EMERALD COAST PUBLIC RELATIONS
ORGANIZATION, INC.

Dated: March 2, 2012

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BYLAWS OF EMERALD COAST PUBLIC RELATIONS ORGANIZATION, INC.

A FLORIDA NONPROFIT CORPORATION

Amended March 2, 2012

ARTICLE 1. INTRODUCTION

Section 1.1. Adoption of Bylaws. These bylaws were initially adopted by the board of directors on 9-6-06 and amended on March 2, 2012.

Section 1.2. Purposes. This corporation will have the purposes stated in its articles of incorporation, as they now exist or are later amended.

ARTICLE 2. OFFICES

Section 2.1. Principal Office. The principal office of this corporation will be located at P.O. Box 4483, Fort Walton Beach, Florida.

Section 2.2. Location of Registered Office. The location of the present registered office of this corporation is 36474C Emerald Coast Parkway, Suite 3202, Destin, Florida 32541. The registered office will be continuously maintained in the State of Florida for the duration of this corporation, except that the corporation may from time to time change the address of the registered office by duly adopted resolution and filing the appropriate statement with the State of Florida.

ARTICLE 3. NOT FOR PROFIT

Section 3.1. No Stock. The corporation shall not issue shares of stock.

Section 3.2. Nonprofit Operations. The corporation is a Florida not for profit corporation. No dividend will be paid, and no part of the income or assets of this corporation will be distributed, to its directors or officers. However, the corporation may contract in due course of business with its officers or directors for services rendered to the extent permissible under the articles of incorporation, under law and under 26 U.S.C.A. Section 501 (c)(6) (referred to below as the "Code").

Section 3-3. No Loans to Directors or Officers. This corporation will loan no money to any of its directors or officers.

Section 3.4. No Vested Rights. No director or officer of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the corporation.

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1. Definition of Board of Directors. The board of directors is that group of individuals vested with the management of the affairs of this corporation subject to the law, the articles of incorporation, and these bylaws.

Section 4.2. Qualifications of Directors. The qualification for becoming and remaining a director of this corporation is that the proposed director must be an individual over the age of 18 years and interested in the furtherance of the purposes of the corporation.

Section 4.3. Number of Directors. The board of directors shall be comprised of not fewer than three (3) nor more than fifteen (15) directors.

Section 4.4. Election. The board of directors shall elect directors annually. The directors elected may include some or all of the existing directors.

Section 4.5. Term. The term of each director shall be one year. A director may be re-elected for one or more terms.

Section 4.6. Removal. A director may be removed at any time by the affirmative vote of at least two-thirds of all directors, excluding that director, whenever in their judgment the best interests of the corporation will be served.

Section 4.7. Ex Officio and Honorary Directors. The board of directors may elect one or more ex officio directors and one or more honorary directors, who may attend board of directors' meetings, but who shall not have the right to notice or vote. Each ex officio or honorary director shall serve for such a term as specified on his or her election, but if none is specified then the term shall be one year. The other provisions of these bylaws relative to vacancies and removal of directors shall be applicable. Unless otherwise specified in these bylaws, all references to "directors" relate to voting directors and not to ex officio directors nor to honorary directors.

Section 4.8. Resignation; Vacancies. Resignation of a director will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy occurring in the board of directors, whether by resignation, removal incapacity, death or otherwise, shall be filled by majority vote of the remaining directors. The new director elected to fill the vacancy will serve for the unexpired term of the predecessor in office unless otherwise provided by the board of directors.

Section 4.9. Place of Meetings of Directors. Meetings of the board of directors will be held at the place or places within or without the State of Florida that the executive committee, or in the absence of the determination of the executive committee the president, determines from time to time.

Section 4.10. Regular Meetings of Directors. Regular meetings of the board of directors shall be held at the times and places that are specified by the board of directors or the president from time to time. Regular meetings may be held without notice of the date, time, place or purpose of the meeting.

Section 4.11. Annual Meetings. One meeting each year shall be designated the annual meeting by the board of directors at which officers will be elected. Written notice stating the date, time and place of each annual meeting will be delivered to each member not less than ten days before the date of the meeting, either personally or by mail, electronic transmission or other means at the direction of the president or the secretary.

Section 4.12. Call of Special Meetings of Directors. A special meeting of the board of directors may be called by any one of the following: the president; the executive committee; or a majority of the directors.

Section 4.13. Notice of Special Meetings of Directors. Written notice stating the date, time and place of any special meeting of the board of directors will be delivered to each director not less than two (2) days before the date of the meeting, either personally or by mail, electronic transmission or other means, by or at the direction of the president, or the secretary, or the persons calling the meeting. The notice need not state the business to be transacted at, nor the purpose of, the meeting unless otherwise required by the articles of incorporation or these bylaws.

Section 4.14. Waiver of Notice of Meeting of Directors. Notice of the date, time, place, and purposes of any meeting of directors may be waived in writing, either before or after the holding of the meeting, by any director. The written waiver must be filed with or entered on the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

Section 4.15. Quorum of Directors. A majority of the board of directors then serving shall constitute a quorum.

Section 4.16. Directors' Meetings by Communications Equipment. Meetings of the directors may be held through any means of communications by which all directors participating simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.17. Action by Directors Without a Meeting. Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all of the directors. The action must be evidenced by one or more written consents describing the action taken and signed by each director. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 4.18. Ratification. Any director not present at a meeting may ratify the validity and actions that took place in that meeting by signing a written document indicating ratification. The ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. The ratification shall also be deemed to constitute personal presence at the meeting

Section 4.19. Compensation. No compensation shall be paid by the corporation to the directors for their services as directors of the corporation. No director shall be prevented from receiving compensation for other services to the corporation simply because he or she is a director of the corporation.

ARTICLE 5. OFFICERS, EXECUTIVE DIRECTOR, EMPLOYEES AND VOLUNTEERS

Section 5.1. Roster of Officers. The officers of this corporation will consist of the following: president, vicepresident, secretary and treasurer.

Section 5.2. Election of Officers. Each of the officers of this corporation will be elected annually by the membership. Each officer will remain in office until a successor, if any, to the office has been elected and qualified. The election will take place at the annual meeting

Section 5.3. Multiple Officeholders. In any election of officers, the board of directors may elect and appoint a single person to any two or more offices simultaneously.

Section 5.4. President. The president will be the chief executive officer of this corporation and will, subject to the control of the executive committee and board of directors, supervise and control the affairs of the corporation. -The president, or in his or her absence the vice-president, or in his or her absence the secretary, or in his or her absence the treasurer, shall preside at all meetings of the directors and executive committee of the corporation.

Section 5.5 Vice-President. In the absence of the president or in event of an inability or refusal to act, the vice-president shall perform the duties of the president, and shall have all the powers of and be subject to all the restrictions on the president. Any vice-president shall perform any other duties assigned by the president or by the board of directors.

Section 5.6. Secretary. The secretary will keep minutes of all meetings of the board of directors and the executive committee, will be the custodian of the corporate records, will give all notices as are required by law or by these bylaws, and, generally, will perform all duties incident to the office of secretary to include electronic notification of meetings, other immediate notifications to the membership and any other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may⁵ be assigned from time to time by the executive committee or board of directors.

Section 5.7. Treasurer. The treasurer will have charge and custody of all funds of this keep and maintain adequate and correct accounts of the corporation's properties and business transactions. The Treasurer is responsible for billing and collecting annual dues, preparing and presenting monthly and annual financial statements, and presents an annual budget for the Board of Directors' approval. The Membership Chair and the Treasurer will work in partnership to ensure accurate membership records with both the corporation and the Southern Public Relations Federation. The Treasurer will render reports and accountings to the directors and to the executive committee, and will perform in general all duties incident to the office of treasurer and any other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the executive committee or the board of directors.

Section 5.8. Student Competition Chair. This member volunteer is selected yearly by the board of directors. The responsibility for this member volunteer is to raise scholarship money and donations for this yearly student competition and awards. The member volunteer may select a committee to help carry out and organize all the responsibilities and duties for this yearly event for area schools.

Section 5.9. Members at Large. The board of directors may appoint members at large, who are members of Emerald Coast Public Relations Organization. A member at large shall perform duties as assigned and approved by the board of the corporation.

Section 5.10. Vacancies. Resignation of an officer will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the board of directors. The new officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 5.11. Removal of Officers. Any officer elected or appointed to office may be removed by an affirmative vote of at least two-thirds of all directors, whenever in their judgment the best interests of the corporation will be served.

ARTICLE 6. EXECUTIVE COMMITTEE

Section 6.1. Existence. There shall be an executive committee of this corporation.

Section 6.2. Members of Executive Committee. The executive committee shall consist of those directors who are, from time to time, also officers of the corporation.

Section 6.3. Term of Office. A director shall automatically become a member of the executive committee when he or she becomes an officer of the corporation. A director shall automatically cease to be a member of the executive committee when he or she ceases to be an officer of the corporation, whether as a result of resignation, death, incapacity, removal or otherwise.

Section 6.4. Powers of Executive Committee. The executive committee shall have and may exercise all powers and authority of the board of directors, except the following powers:

- a. Fill vacancies on the board of directors or any committee of the board of directors;
- b. Adopt, amend or repeal the bylaws (only the board of directors have this power). Without limiting the generality of the above, the executive committee shall have the power to incur indebtedness, make acquisitions, direct action to be taken by the officers, and in all other respects exercise the powers of the board of directors at any and all times.

Section 6.5. Meetings of Executive Committee. The executive committee shall meet at the call of any member of that committee. The executive committee may fix its own rules of procedure. A majority of the executive committee shall constitute a quorum, and the affirmative vote of a majority of those present shall constitute the act of the executive committee.

Section 6.6. Minutes of Meetings of Executive Committee. The executive committee shall keep minutes of its meetings.

Section 6.7. Action by Executive Committee Without a Meeting. Action required or permitted to be taken at an executive committee meeting may be taken without a meeting if the action is taken by all of the executive committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each executive committee member. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last executive committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 7. OTHER COMMITTEES

Section 7.1. Appointment of Committees. The board of directors or the executive committee may designate and appoint one or more committees and delegate to the committees specific and prescribed authority. Committee chairmen shall be appointed by the president of the corporation. Members of each committee shall be selected by the president or committee chairman. Each committee may have two or more members who serve at the request of the board of directors. However, no committee will have the authority of the board of directors or executive committee in reference to effecting any of the following:

- a. Filling of vacancies in the board of directors or executive committee or other committees.
- b. Adoption, amendment or repeal of the bylaws.
- c. Adoption, amendment or repeal of any resolution of the board of directors or executive committee.
- d. Action on matters committed by the bylaws or resolution of the board of directors or executive committee to another committee.

Section 7.2. Action by Committee Without a Meeting. Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 8. MEMBERS

Section 8.1. Classes of Membership. The corporation shall have Four (4) classes of members. The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

- (a) Active Professional (voting member): Open to individuals who devote at least fifty percent (50%) of their permanent employment to public relations activities and have a minimum of one year of professional experience in the following fields: publicity, advertising, press agency, public affairs, lobbying, issues management, fund raising or development.
- (b) Inactive Professional (voting member): An individual who has met the requirement for and attained the Accredited Public Relations Professional (APRP) accreditation or other recognized public relations certification, but who is currently unemployed in public relations or a person retired from a full-time career in public relations.
- (c) Sustaining Professional (non-voting member): Any person employed in an allied field of the public relations profession as determined by the Board of Directors, or an active public relations volunteer.
- (d) Student (non-voting member): Open to college students interested in a career in public relations.

Section 8.2. Admission. An applicant will be admitted to membership in the corporation only on making application for membership and on being elected by a majority of the board of directors. Applications for membership will be in form prescribed by the board of directors.

Section 8.3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 8.4. Suspension or Expulsion of Members. If a complaint against any member is signed by three other members and filed with the secretary, the secretary shall bring the matter to the notice of the board of directors within seven days of the date of the complaint. The board of directors shall then request an explanation from the accused member, and if the accused member fails to explain or, after a fair hearing, is unable to justify his or her conduct, the board of directors is empowered to inflict a fine or to pass a resolution suspending or expelling the accused member from the corporation the resolution is not to take effect until affirmed by a majority vote of the board of directors specially summoned to consider the resolution.

- (a) Grounds for Suspension or Expulsion. A majority of the board of directors shall have power to suspend or expel members for willful infractions of the house rules or of any bylaw or regulation of the corporation, or for acts or conduct that they deem disorderly or injurious or hostile to the interests or the objects of the corporation, or for acts or conduct calculated to disturb the order, peace, or harmony of the corporation or to impair the good name of the corporation.
- (b) Appeal by Member. The offender may appeal from the sentence of suspension or expulsion, as provided in these bylaws.
 - (1) Preliminary Notice and Hearing. Prior to the expulsion or suspension of a member, the member shall be entitled to a notice and hearing before the board of directors, or before a committee of the board of directors, whichever the accused member may elect.
 - (2) Notice of Appeal. A member expelled or suspended from the corporation by determination of the board of directors may appeal within 30 days after notice of the expulsion or suspension is posted on the bulletin board, by filing with the secretary a written notice of his or her appeal, and the reasons supporting the appeal.
 - (3) Time for Hearing Appeal. All appeals shall be heard at a meeting of the membership, to be called for that purpose by the board of directors, within 30 days after notice of the appeal has been filed with the secretary.
 - (4) Procedure. The president or vice-president shall preside at these meetings, and the cause of suspension or expulsion shall be reported in writing by the board of directors, with a statement of facts on which their determination was founded, a copy of which shall be furnished to the appellant at least ten (10) days before the meeting, at which time a copy of the determination shall also be filed with the secretary. At the appeal meeting, the appellant shall present his or her defense in writing, to which one member of the board of directors may reply orally. The appellant, or any one member in the appellant's behalf, may then answer orally, and a director may speak in support of the charge;

after that, no further discussion will be allowed.

- (5) Disposition of Appeal. The presiding officer shall then put the question to the membership, as follows: "Shall the determination of the board of directors in this case be affirmed?" If a majority of those present vote in the affirmative, the determination will stand as the final judgment of the corporation. If less than a majority of those present vote in the affirmative, then the determination of the board of directors will be reversed, and the appellant will be immediately restored to full membership rights and privileges, and the board of directors shall be precluded from again suspending or expelling the member for the same offense based on the same facts and occurring at the same time and place as alleged in the original complaint.

Section 8.5. Resignation. Any member may resign by filing a written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges previously accrued and unpaid.

Section 8.6. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the members of the board, reinstate the former member to membership on terms deemed appropriated by the board of directors.

Section 8.7. Transfer of Membership. Membership in this corporation is transferable between individuals of an entity, when the entity being represented is paying the membership dues, however, no transfer is valid unless the proposed transfer is submitted to the board of directors in writing and is approved by a majority vote of the entire board. No transfer shall become effective until the secretary of the corporation is notified of the transfer in writing. The secretary must then record the transfer in the membership book.

Section 8.8. Termination of Membership. Membership will terminate on the death or resignation of a member, the transfer of his or her membership in accordance with these bylaws, on the member's expulsion as provided herein, or upon the failure of the member to pay dues for seven days after such have become due. On termination, any right, title, or interest of the member in or to the property and assets of the corporation shall cease.

ARTICLE 9. MEETINGS OF MEMBERS

Section 9.1. Annual Meeting. An annual meeting will be held each year for the purpose of electing officers of the corporation and for the transaction of any other business that comes before the meeting. The Annual Meeting will be held each year at a date, time and location designated by the Board of Directors and which is publicized to the membership in person, by mail, by electronic transmission or other means at least 10 days in advance of the meeting.

Section 9.2. Special Meetings. Special meetings of the members may be called by the president, or, in case of the president's absence, death, or disability, the vice-president authorized to exercise the authority of the president, a majority of the board of directors, or not less than one-tenth of the members having voting rights who are in good standing.

Section 9.3. Place of Meeting. The board of directors may designate any place, either within or outside Florida, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation in Florida. However, if all of the members meet at any time and place, either within or outside Florida, and consent to the holding of a meeting. The meeting shall be valid without call or notice, and any corporate action may be taken at the meeting.

Section 9.4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, by mail, electronic transmission or other means to each member entitled to vote at the meeting, not less than 10 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 9.5. Action by Members Without Meeting. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the members who would be entitled to notice of a meeting for that purpose or 50% of the voting members. The writing or writings will be filed with or entered on the records of the corporation.

Section 9.6. Quorum. The members holding 50% of the votes that may be cast at any meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, a majority of the voting members present may adjourn the meeting from time to time without further notice.

Section 9.7. Proxies. Voting by proxy is not permitted at any meeting of members of the corporation or At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

Section 9.8. Voting by Mail. Where directors or officers are to be elected by members, the election may be conducted by mail in a manner determined by the board of directors.

ARTICLE 10. DUES OF MEMBERS

Section 10.1. Initiation Fee and Annual Dues. The board of directors may determine the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 10.2. Payment of Dues. Dues shall be payable in advance of the first day in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which the new member is elected to membership for the remainder of the fiscal year of the corporation.

Section 10.3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of 3 months from the beginning of the fiscal year or period in which dues become payable, his or her membership may be terminated by the board of directors by majority vote of the entire board or in the manner provided in Article II of these bylaws.

ARTICLE 11. OPERATIONS

Section 11.1. Fiscal Year. The board of directors will choose the fiscal year of this corporation.

Section 11.2. Books and Records. This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its board of directors, executive committee, and other committees.

Section 11.3. Inspection of Books and Records. All books and records of this corporation may be inspected by any director or officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 11.4. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances.

Section 11.5. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the officer or officers, agent or agents of the corporation in a manner determined by resolution of the board of directors. In the absence of a determination by the board of directors, these instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 11.6. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in banks, trust companies, or other depositories selected by the board of directors.

Section 11.7. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE 12. AMENDMENTS

Section 12.1. Amendment of Bylaws. These bylaws may be amended, altered or repealed only by the affirmative vote of at least two-thirds of all directors (not just those attending the meeting at which the action is taken).

DATED: _____, 2006.

Amended March 2, 2012

EMERALD COAST PUBLIC RELATIONS

FOUNDATION, INC.

By:

Its: