

**EXHIBIT B**  
**AMENDED AND RESTATED**  
**BYLAWS OF**  
**BREVARD C.A.R.E.S., INC.**

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## AMENDED AND RESTATED

## BYLAWS

## OF

## BREVARD C.A.R.E.S., INC.

### ARTICLE I- PURPOSES

Section 1.01. Corporation Not for Profit. Brevard C.A.R.E.S., Inc. (the "Corporation") is a Florida not for profit corporation formed in accordance with Chapter 617 of the Florida Statutes.

Section 1.02. Charitable Purposes. The Corporation is organized and operated exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, and exclusively for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Brevard Family Partnership, a publicly-supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)).

### ARTICLE II- OFFICES

Section 2.01. Registered Office. The registered office of the Corporation in the State of Florida shall be located at 760 North Drive, Suite E, Melbourne, Florida, or such other location as may be determined from time to time by the Board of Directors.

Section 2.02. Other Offices. The Corporation may also have other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine or the business of the Corporation may require.

### ARTICLE III- MEMBERSHIP

Section 3.01. Member. The sole Member of the Corporation shall be Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Brevard Family Partnership.

Section 3.02. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

### ARTICLE IV - MEMBER

Section 4.01. Meetings. An annual meeting of the Member shall be held on the day selected by the Board of Directors, at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors. If the day fixed for the

annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. At the meeting, the Member shall elect directors and transact such other business as may properly be brought before the meeting. Any other meetings of the Member shall be held when called by the Member or the Board of Directors at such places and at such times as may be designated by the Member or the Board of Directors. At such meetings, the Member shall transact such business as may be brought before the meeting by the Member or the Board of Directors.

Section 4.02. Notice of Meetings. The Board of Directors shall provide reasonable notice of the date, time and place of the Member's meetings to the Member, prior to the meeting. Notice of a meeting of the Member need not be given to the Member if it signs a waiver of notice, in person or by proxy, either before or after the meeting.

Section 4.03. Notice of Member Activities. The Board of Directors shall provide reasonable notice to the Member of all activities of the Member of the Corporation.

Section 4.04. Voting. The Member shall be entitled to vote on each matter submitted to a vote at a meeting of the Member. The affirmative vote of the Member shall be the act of the Member unless otherwise provided by law.

At each election of directors, the Member shall have the right to vote, in person or by proxy, for as many persons as there are directors to be elected at that time.

## ARTICLE V - DIRECTORS

Section 5.01. Management. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Corporation's Board of Directors.

Section 5.02. Number of Directors. The Board of Directors of the Corporation shall consist of not less than three (3) directors and no more than fifteen (15) directors. The number of directors may be increased or decreased from time to time by resolution of the Member at any meeting thereof; provided, however, that the Board of Directors shall consist of not less than three (3) directors and no decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

Section 5.03. Election and Term. The Board of Directors shall be selected as follows:

- (a) the Member shall appoint one (1) director of the Corporation who shall serve as Board Chair;
- (b) all other directors shall be nominated by the Board of Directors of the Corporation and elected by the Member of the Corporation at any meeting of the Member.

Each person appointed or elected as a director shall hold office for a term of one (1) year and until such director's successor shall have been elected and qualified or until such director's earlier resignation, removal from office or death.

Section 5.04. Qualification. Directors must be natural persons who are eighteen (18) years of age or older but need not be employees of the Corporation. At least sixty percent (60%) of the directors shall be residents of the counties the Corporation serves. Board members shall be selected based on their ability to participate personally in the fundraising efforts of the Corporation as a donor, as a solicitor or as an enabler of substantial contributions, and/or based on their position as representatives of leadership of the business and philanthropic communities with appropriate diversity.

Section 5.05. Compensation. No member of the Board of Directors shall receive any compensation from the Corporation; provided, however, that the directors may be reimbursed for any reasonable out-of-pocket expenses incurred in furtherance of their duties as directors if approved in advance by the Board of Directors.

Section 5.06. Meetings. An annual meeting of the Board of Directors shall be held on the day selected by the Board of Directors, at the principal office of the Corporation or at such other place as may be designated from time to time by the Board of Directors. At the meeting, the Board of Directors shall elect officers and transact such business as may properly be brought before the meeting. Special meetings of the Board of Directors shall be held when called by the Board Chair or any two (2) members of the Board of Directors at such times as designated by the Board of Directors. At such special meetings, the Board of Directors shall transact all business as may be properly brought before the meeting.

Section 5.07. Place of Meetings. Meetings of the Board of Directors, annual or special, may be held either within or without the State of Florida at such place or places as the Board of Directors may from time to time by resolution designate.

Section 5.08. Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum exists shall be the act of the Board of Directors; provided, however, that the approval of the Member is required for the appointment and/or removal of the Executive Director of the Corporation.

Section 5.09. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors where corporate action is taken is deemed to have assented to the action taken at such meeting unless such director objects at the beginning of the meeting (or promptly upon such director's arrival) to holding such meeting or transacting specified business at such meeting or such director votes against or abstains from the action taken.

Section 5.10. Notice of Meetings. Written notice of the date, time and place of meetings of the Board of Directors shall be given to each director at least two (2) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the

meeting has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5.11. Telephone and Similar Meetings. The directors may participate in, and hold meetings by means of, conference telephone or similar communications equipment such that all persons participating in the meeting can hear each other. A director participating in a meeting by such means shall be deemed to be present in person at such meeting.

Section 5.12. Removal of Directors. At a meeting of the Member called expressly for the purpose of removing one or more directors, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the Member.

Section 5.13. Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy created by reason of an increase in the number of directors, may be filled by the Member.

Section 5.14. Duties of Directors. A director shall discharge such director's duties as a director, including such director's duties as a member of any committee of the Board of Directors on which such director may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner such director reasonably believes to be in the best interests of the Corporation.

In performing such director's duties, a director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are in such person's professional or expert competence; or
- (c) a committee of the Board of Directors of which such director is not a member if the director reasonably believes such committee merits confidence.

A director shall not be deemed to be acting in good faith if such director has knowledge concerning the matter in question that makes reliance on the information, opinions, reports or statements, including financial statements and other financial data, of others, as described in this Section, unwarranted.

A director shall not be liable for any action taken as a director, or any failure to take any action, if such director has performed the duties of such director's office in compliance with the provisions of this Section.

Section 5.15. Liability of Directors. The directors of this Corporation shall not be personally liable for money damages to any person for any statement, vote, decision, or failure to

take an action, regarding organizational management or policy by an officer or director, or for the debts, liabilities, or other obligations of this Corporation unless:

(a) the director breached or failed to perform such director's duties as a director; and

(b) the director's breach of, or failure to perform, such director's duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe such director's conduct was lawful or had no reasonable cause to believe such director's conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(iii) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

Section 5.16. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because such director's or directors' votes are counted for such purposes, provided:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed or known to the Member and the Member authorizes, approves or ratifies such contract or transaction by a vote or written consent; or

(c) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee, or the Member.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction. The Corporation may adopt additional policies regarding conflicts of interest.

## ARTICLE VI - COMMITTEES

Section 6.01. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors.

Section 6.02. Audit and Compensation Committees. The Board of Directors shall designate from among its members an Audit Committee and, if the Corporation has employees at any time, a Compensation Committee, and such committees shall have the following authority:

(a) Audit Committee. The Audit Committee shall have the authority to assess and monitor the financial health of the Corporation including, but not limited to, the following: (i) review the financial reporting for the Corporation; (ii) review the internal controls for the Corporation; (iii) review regulatory and tax requirements of the Corporation; (iv) risk management of the Corporation; and (v) interaction between management and auditors. The Audit Committee shall report to the Board of Directors regarding its assessments and recommendations with respect to the foregoing.

(b) Compensation Committee. In the event that the Corporation has a Compensation Committee, it shall have the authority, subject to ratification and approval by the Board of Directors, to establish the overall human resources policies of the Corporation including, but not limited to, the following: (i) annual compensation of employees of the Corporation; (ii) compensation guidelines for independent contractors of the Corporation; and (iii) fringe benefits and retirement benefits for employees of the Corporation. The Compensation Committee shall not have any member who is compensated by the Corporation.

The compensation for the employees or independent contractors of the Corporation shall not exceed an amount that is reasonable. In making the determination of the amount of compensation, the Compensation Committee shall use appropriate data to determine the amount of compensation, such as compensation paid by similar organizations for functionally comparable positions and current compensation surveys compiled by independent firms. The Compensation Committee shall adequately document the basis for its determination, concurrently with making its decisions, by maintaining in the Corporation's written or electronic records (1) the terms of the arrangement and the date of its approval, (2) the members of the Compensation Committee who were present during the discussion of the compensation arrangement and those who voted on the arrangement, and (3) the comparability data obtained and relied upon by the Compensation Committee and how the data was obtained. If the Compensation Committee determines that reasonable compensation is higher than the range of comparability data obtained, then the Compensation Committee must record the basis for its determination.

Section 6.03. Procedures Applicable to Committees. The provisions of these Bylaws governing meetings, notice, waiver of notice and quorum and voting requirements for the Board of Directors shall also apply to committees and their members. No committee shall have the authority to:



- (a) fill vacancies on the Board of Directors or any committee thereof; or
- (b) adopt, amend or repeal the Bylaws.

Each committee established pursuant to this Section must have two (2) or more committee members designated from among the members of the Board of Directors who shall serve at the pleasure of the Board of Directors. The Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate one (1) or more directors as alternate committee members of any such committee who may act in the place and stead of any absent committee member or members at any meeting of such committee.

Neither the designation of any committee pursuant to this Section, the delegation thereto of authority, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors who is not a member of such committee with such director's responsibility to act in good faith, in a manner such director reasonably believes is to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 6.04. Advisory Committees. The Board of Directors may establish Advisory Committees in order to more fully implement the Corporation's mission by providing advice and input to the Board of Directors that the Board of Directors determines would be helpful to the Board of Directors. The Board Chair shall appoint each Advisory Committee chairperson. Each Advisory Committee shall be made up of at least one member of the Board of Directors and any number of members who are not on the Board of Directors and that the Board of Directors believes would be helpful to the Board of Directors, all of whom shall serve at the pleasure of the Board of Directors. Each Advisory Committees shall provide advice and input to the Board of Directors regarding the subject matter of such Advisory Committee, but shall have no authority of the Board of Directors.

## ARTICLE VII- OFFICERS

Section 7.01. Officers. The officers of the Corporation shall consist of a Board Chair, a Vice Chair of the Board, a Secretary and a Treasurer, and may also consist of such other officers as the Board of Directors may from time to time consider necessary for the proper conduct of the business of the Corporation. The same person may not simultaneously hold more than one office.

Section 7.02. Election. Term of Office and Qualification. The Board Chair shall be appointed by the Member. Each other officer shall be elected by the Board of Directors. Each such officer (whether elected at an annual meeting of the Board of Directors or to fill a vacancy or otherwise) shall hold such office for one (1) year and/or until such officer's successor shall have been elected and qualified, or until such officer's death, resignation or removal.

Section 7.03. Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation shall be effective when the notice is delivered unless the notice

specifies a later effective date. If a resignation is made effective at a later date and the

Corporation accepts the future effective date, the Board of Directors of the Corporation may fill the pending vacancy before the effective date if the Board of Directors provides the successor does not take office until such effective date.

Section 7.04. Removal. The Board of Directors may remove any elected officer at any time with or without cause.

Section 7.05. Vacancies. Any vacancy in any office occurring by reason of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office.

Section 7.06. Contract Rights. The appointment or election of an officer does not itself create contract rights. An officer's removal does not affect the officer's contract rights, if any, with the Corporation, nor does an officer's resignation affect the Corporation's contract rights, if any, with such officer.

Section 7.07. Duties of Officers.

(a) Board Chair. The Board Chair shall preside at all meetings of the Board of Directors, and executive or other committees as established by the Board of Directors under the provisions of these Bylaws.

(b) Vice Chair of the Board. The Vice Chair of the Board shall serve as assistant to the Board Chair and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the Board Chair. In the absence or disability of the Board Chair, the Vice Chair shall perform the duties and have the authority and the power of the Board Chair.

(c) Secretary. The Secretary shall be responsible for the custody and maintenance of all corporate records except the financial records, shall record the minutes of all meetings of the Member, Board of Directors, and executive and other committees, if any, shall send out all notices of meetings where required under these Bylaws or otherwise required by law, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the Board Chair.

(d) Treasurer. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate records of receipts and disbursements and render accounts thereof whenever required by the Board of Directors or by the Board Chair, and shall perform such other duties and have such other authority and power as may be prescribed from time to time by the Board of Directors or the Board Chair. If so required by the Board of

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

Section 7.08. Chief Executive Officer. The Chief Executive Officer of the Member shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be the President of the Corporation and shall have authority over the general and active management of the business and affairs of the Corporation, including its operation and employees. The Chief Executive Officer may sign (as President or Chief Executive Officer), with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments. The Chief Executive Officer shall not be a member of the Board of Directors of the Corporation, but shall attend meetings of the Board of Directors and Committees of the Board of Directors. The Chief Executive Officer may receive reasonable compensation as the Chief Executive Officer of the Corporation for services rendered.

#### ARTICLE VIII- FUNDS, DEPOSITS AND CHECKS

Section 8.01. Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise of any property whatsoever, for the general and special charitable purposes of the Corporation.

Section 8.02. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.03. Checks, Drafts, 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 such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Board Chair or Vice Chair of the Corporation.

#### ARTICLE IX- BOOKS AND RECORDS

Section 9.01. Corporate Records. The Corporation shall keep as permanent records, correct and complete books and records of account and shall keep minutes of the proceedings of its Member, Board of Directors, and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered office in this state a copy of its articles of incorporation and its bylaws and any amendments thereto and a record of the names and addresses of its Member. All books and records shall be kept in written form or in another form capable of conversion into written form within a reasonable time.

Section 9.02. Member's Inspection Rights. The Member, or the Member's agent or attorney, may inspect the books and records of the Corporation for any purpose at any reasonable time.

#### ARTICLE X- INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director,

to the full extent permitted under Section 617.0831 of the Florida Statutes.

#### ARTICLE XI- MISCELLANEOUS

Section 11.01. Corporate Seal. A corporate seal shall not be required to be attached to any instrument executed by or on behalf of the Corporation unless required by law, but if so required shall be of such shape and have such words thereon as may be described by law or by the Board of Directors. The seal may be used by impressing it or reproducing a facsimile thereof, or otherwise.

Section 11.02. Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30.

Section 11.03. Amendment of Bylaws. The Member may amend or repeal the Corporation's Bylaws.

Section 11.04. Relation to Articles of Incorporation. These Bylaws shall be subject to, and governed by, the Corporation's Articles of Incorporation.

Adopted: October 27, 2009

Amended May 22, 2014

# EXHIBIT C

