

BYLAWS OF INVENTORS COUNCIL OF CENTRAL FLORIDA

Article I. NAME AND PURPOSE

Section 1.01 Section 1. Name: This organization shall be called the "Inventors Council of Central Florida " and is referred to hereafter in these Bylaws by the phrase, "The Inventors Council" or its acronym, "ICCF".

Article II. MISSION STATEMENT

Section 2.01 Our mission is to foster innovation and product development through educating inventors & entrepreneurs on the skills and subject areas necessary for creating successful and profitable products, providing resources, a means of networking, and assisting in evaluation of the viability of inventions.

Article III. ORGANIZATION STRUCTURE

Section 3.01 NON PROFIT: The Florida not for profit corporation shall have no capital stock. It shall be composed of members rather than shareholders. The conditions and regulations of membership and the rights and other privileges of the classes of members shall be determined and fixed by the Board of Directors. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall be indemnified as described in Article XIII.

Article IV. MEMBERS

Section 4.01 DEFINITION OF MEMBER: A voting Member shall be defined as a dues paid member in good standing. The Treasurer shall determine if a Member is in good standing and eligible to vote, based on the records in his possession.

Section 4.02 DUES: Membership dues shall be determined by the Executive Board as necessary. Generally, dues are payable either monthly, or annually, the latter of which shall be one half of the aggregate of 12 monthly dues and shall be collected in the first half of the calendar year. Monthly dues do not accumulate toward annual dues.

Section 4.03 TRANSFER OF MEMBERSHIP: Membership in this association is non-transferable or assignable.



Article V. OFFICERS

Section 5.01 OFFICERS AND DUTIES: There shall be four officers of the Executive Board, consisting of President, Vice-President, Secretary, and Treasurer. Their duties are as follows:

- (a) **PRESIDENT:** The President shall be the chief Executive Officer of the corporation, and, subject to the direction and control of the Executive Board, shall manage the business of the corporation and shall see that all orders and resolutions of the Board are carried out. He or she shall preside at meetings of the Membership and Executive Board and shall have such other powers and duties as may from time to time be prescribed by the Executive Board or these Bylaws.
- (b) **VICE-PRESIDENT:** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by these bylaws, or as may be prescribed by the Executive Board.
- (c) **SECRETARY:** The Secretary shall keep an original of these bylaws and all relevant non-financial records digitally on local digital media and on the organization's online digital document server. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws. The Secretary shall be custodian of the records of these bylaws and all duly executed documents of ICCF. The Secretary shall process normal correspondence, and perform duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Executive Board.



- (d) **TREASURER:** The treasurer shall have charge and custody of, and be responsible for, all funds and securities of ICCF, and deposit all such funds in the name of ICCF in such banks, trust companies, or other depositories as shall be selected by the Executive Board, receive, and give receipt for monies due and payable to ICCF from any source whatsoever. The Treasurer shall disburse, or cause to be disbursed the funds of ICCF as may be directed by the Executive Board, taking proper vouchers for such disbursements, shall keep and maintain adequate and correct accounts of ICCF's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall make available at all reasonable times the books of account and financial records to any Officer or Director of ICCF and shall render them to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of ICCF. The Treasurer shall prepare, or cause to be prepared, and certify or cause to be certified, the financial statements to be included in any required reports. The Treasurer shall in general, perform all duties incident to the office of treasurer and such other duties as may be required by these bylaws, or which may be assigned to him or her from time to time by the Executive Board. The Treasurer shall prepare and file all government documents necessary for ICCF to remain in good standing as an incorporated non-profit organization. Those reports shall, at least, include: the Florida Department of Agriculture and Consumer Services Division of Consumer Services, Solicitation of Contributions (due by Dec. 15), the Florida Annual Report (due by May 1), and the Federal 990 (Due by May 15). All records shall be kept in ICCF's currently used digital media sharing system and a secondary copy shall be saved on the Treasurer's digital backup system. Those records shall be turned over to the next Treasurer when there is a change in that officer.

Section 5.02 MEMBER EMERITUS: In respect and acknowledgment for founding this association the founding members, David and Heidi Flinchbaugh will be granted continuous membership at no cost for as long as they wish to continue as members. They will also be granted ex-officio Executive Board member status when their elected terms have expired.

Section 5.03 NOMINATION PROCEDURE: At the regular meeting held in the month of November a list of candidates for the officers of the organization shall be nominated by any member. Each nomination must be seconded by another member to be included. Nominated candidates may decline their nomination. Before the election additional nominations from the floor shall be permitted.



Section 5.04 ELECTIONS AND TERM OF OFFICE: Elections shall be held at the regular meeting in the month of December. Candidates for officers of the corporation will be elected from the nomination list completed at the November meeting including any additional nominees added hence, following the same nomination procedure. The elections shall be presided over by the existing officers. Newly elected officers shall assume their office at the start of the following fiscal year. Officers shall serve one year terms but may be reelected up to 5 times sequentially.

Section 5.05 OFFICE HOLDING LIMITATIONS: No member shall hold more than one office at a time, but may perform the duties of any vacant office until it is filled. No member shall be eligible to serve five consecutive terms in the same office.

Section 5.06 VACANCIES: In the event of a vacancy in any office because of death, resignation, disqualification or otherwise, that office may be filled by a member appointed by the Executive Board for the unexpired portion of the term. An election for the vacant office shall be held in no more than 3 months from the time of the vacancy.

Section 5.07 RESIGNATION, TERMINATION, AND ABSENCES: Resignation from the board must be in writing or by email and received by another board member. A board member shall be terminated for more than three (3) unexcused absences from board meetings in a year. A board member may be removed for other reasons by a majority vote of the remaining board members.

Section 5.08 COMPENSATION: Board members shall not receive any salaries for their services, but by resolution, expenses if any may be allowed for attendance at an event requiring travel. Nothing herein contained shall be construed to preclude any officer from serving in any other capacity and receiving compensation thereof.

Section 5.09 DELEGATION OF DUTIES: In case of the absence or disability of any Officer of the corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers and duties, or any of them, of such Officers, to any other Officer.

Article VI. CORPORATE RECORDS:

Section 6.01 RECORDS TO BE KEPT: The corporation shall keep correct and complete records of accounts and shall also keep minutes of the proceedings of its member and Executive Board meetings and shall keep a record giving the names and addresses of the members of the Executive Board. Permanent records of the corporation shall reside in the corporation's selected digital sharing platform with offline backup. All records of the corporation may be inspected at any reasonable time by any Officer or his/her agent for any proper purpose.



Section 6.02 ANNUAL AUDIT: Each year an audit of the corporations financial records shall be completed and presented to the Executive Board prior to March 1st.

Article VII. MEMBER MEETINGS

Section 7.01 MEETING LOCATION: ICCF shall nominally meet the first Saturday of every month at 1:00 PM at a previously designated and advertised gathering place or via a virtual online meeting. The dates, times, and locations of the meetings shall be determined by the Board. Notice of meetings shall be posted on ICCF website and issued by email at least 4 days prior to the meeting.

Article VIII. EXECUTIVE BOARD

Section 8.01 EXECUTIVE BOARD MEMBERS: The voting members of the Executive Board shall consist of the elected officers of ICCF. Advisors and general members may attend Executive Board meetings but may not vote.

Section 8.02 GENERAL POWERS: The Executive Board shall have the full power and authority over the affairs of the Corporation. General Members, who are not members of the Executive Board have no authority to bind ICCF into any agreement.

Section 8.03 REGULAR MEETINGS: The Executive Board shall normally meet at least once during each quarter. The President shall determine the time and location of the meeting and notify all Board members in advance.

Section 8.04 MANNER OF CONVENING SPECIAL MEETINGS: Special meetings of the Executive Board may be called by or at the request of the president or any two Officers.

Section 8.05 QUORUM: A quorum of the Executive Board shall be at least three of the Officers.

Section 8.06 INFORMAL ACTION BY THE EXECUTIVE BOARD: Any action required by law to be taken by the Executive Board or any action which it may choose to take may be accomplished without a meeting, by a consent in writing or email, setting forth the action so taken, with respect to the subject matter thereof.

Section 8.07 PROXY VOTING: Proxy voting by email or other digital format shall be allowed for any vote of the Executive Board.

Section 8.08 COMPENSATION TO MEMBERS: The Executive Board shall have authority to establish reasonable compensation to Members for services and/or expenses to the corporation.



Section 8.09 PLACE OF MEETING: The Executive Board may designate any place, either within or outside the State of Florida as the place of meeting for any annual meeting or for any special meeting called by the Executive Board. If all of the Officers shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting, any corporate action may be taken.

Article IX. COMMITTEES

Section 9.01 COMMITTEE FORMATION: The board may create committees as needed, such as for fundraising, relations, monthly meeting presenters, events, etc. Committees are to be overseen by an Officer.

Article X. PARLEMENTARY AUTHORITY

Section 10.01 PARLEMENTARY AUTHORITY: ICCF shall normally subscribe to traditional rules of civility. In the event of difficult conflict, any member may assert the rules contained in the current edition of Robert's Rules of Order Newly Revised to govern the Society in that case provided they are not inconsistent with these bylaws and any special rules of order the Society shall adopt.

Article XI. AMENDMENT OF BYLAWS

Section 11.01 AMENDMENTS: These bylaws may be amended, when necessary, by two-thirds majority of the Executive Board. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

Article XII. MISCELLANEOUS

Section 12.01 CONTRACTS: All contracts shall not be valid unless approved by the Executive Board.

Section 12.02 FISCAL YEAR: The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

Article XIII. INDEMNIFICATION



Section 13.01 INDEMNIFICATION OF MEMBERS, OFFICERS AND DIRECTORS: The corporation shall indemnify every member, Officer, his or her heirs, executors, and administrators against expenses reasonably incurred by him or her in having been a member, Director or officer of the corporation except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by council that the person to be indemnified did not commit such a breach of duty. This right of expenses shall include the amounts paid in settlement by him or her in such settlement shall have been approved by the Executive Board of the Corporation.

Article XIV. CONFLICT OF INTEREST

Section 14.01 CONFLICT OF INTEREST: The purpose of this Conflict of Interest policy is to protect ICCF and its Members when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an ICCF empowered party beyond the opportunity such an action affords to all Members in general. ICCF, however, does recognize that while Members in general may be presented the same opportunity, specific Members will always obtain differing, if any, benefits. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations. An ICCF empowered party (including but not limited to: Officer, Committee Chairman, committee member, Member) who will knowingly gain directly or indirectly greater opportunity for benefit than Members in general from any proposed action will absent themselves temporarily from any meeting during the discussion and vote on that proposed action. Absenting will not affect the existence of a quorum. Such conflict of interest will be documented in the minutes of the appropriate meeting. At each meeting, each Member and any guest will sign a "Sign-in" sheet which contains a non-disclosure agreement to protect any intellectual property discussed at the meeting. Officers and Board Members acknowledge a "duty to candor" when such conflict of interest might arise as will any non-member Officer upon election or any other party in any way empowered by ICCF to act for ICCF.

Article XV. DISSOLUTION

Section 15.01 DISSOLUTION: Should it become necessary for the corporation to dissolve, its affairs shall be wound up by the consent of a majority vote of its Executive Board.



Section 15.02 CONCLUDING: Upon dissolution, the corporation shall cease carrying on its business and affairs and shall commence the winding up of the corporation as soon as practicable.

Section 15.03 ASSETS: Upon the winding up of the corporation, the assets of the corporation shall be distributed to another non-profit inventor organization in the state of Florida such as Tampa Bay Inventors Council. If there is none then the assets shall go to an inventors' organization with preference toward the Central Florida area.

Article XVI. BYLAWS CERTIFICATE

Section 16.01 BYLAWS CERTIFICATE: This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were not amended as of March 30, 2022.

Officers:

Members Emeritus: Dr. David Flinchbaugh (Founder ICCF, 1974), Heidi Flinchbaugh

2022 Officers:

President: Neil Narwani

Treasurer: David Tomkins

Vice President: Gene Rumley

Director: Dr. David E. Flinchbaugh

Secretary: David Woods

Director: Heidi Flinchbaugh

2021 Officers:

President: Pierce Mooney

Treasurer: David Tomkins

Vice President: Neil Narwani

Director: Dr. David E. Flinchbaugh

Secretary: David Woods

Director: Heidi Flinchbaugh



Inventors Council of Central Florida, Inc.

www.InventCF.com

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2020 Officers:

President: Ian Alexandre

Treasurer: David W. Woods

Vice President: Maryann Kilgallon

Director: Dr. David E. Flinchbaugh

Secretary: Pierce Mooney

Director: Heidi Flinchbaugh

2019 Officers:

President: Ian Alexandre

Treasurer: David W. Woods

Vice President: Maryann Kilgallon

Director: Dr. David E. Flinchbaugh

Secretary: Pierce Mooney

Director: Heidi Flinchbaugh

2018 Officers:

President: David W. Woods

Treasurer: Ian Alexandre

Vice President: Maryann Kilgallon

Director: Dr. David E. Flinchbaugh

Secretary: Pierce Mooney

Director: Heidi Flinchbaugh

2017 Officers:

Incorporated 10/23/2017

President: David W. Woods

Treasurer: Ian Alexandre

Vice President: Maryann Kilgallon

Director: Dr. David E. Flinchbaugh

Secretary: Pierce Mooney

Director: Heidi Flinchbaugh



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2015-2017 Officers:

President: Dr. David E. Flinchbaugh

Secretary: Ian Alexandre

Vice President: David W. Woods

Treasurer: Heidi Flinchbaugh

1974-2014 Officers:

President: Dr. David E. Flinchbaugh

Treasurer: Heidi Flinchbaugh

Vice President: Heidi Flinchbaugh