

**BY-LAWS
OF
ASPIRA OF FLORIDA, INC.**

*1st Revised October 23, 1997
2nd Revised February 8, 2003*

ARTICLE I: OFFICES

The principal office of the Corporation currently is located in Miami Dade County, State of Florida. The Corporation may also have offices at such other place as the Board of Directors may designate from time to time.

ARTICLE II: DIRECTORS

Section 1. Number: The property and business affairs of the Corporation shall be controlled by the Board of Directors consisting of the following: not less than seven (7) and no more than nineteen (19) at-large members; the Chairpersons of the Local ASPIRA Councils, and two (2) ASPIRA Clubs Federation of Florida representatives.

Changes in the number of directors authorized by the Articles of Incorporation shall only be made through amendment to said Articles of Incorporation in compliance with appropriate State of Florida statutory provisions.

Section 2. Classes of Directors: There shall be three classes of Directors: (a) Directors who are selected as individual At-Large Directors, (b) Directors who serve as Chair of Local ASPIRA Councils and (c) representatives of the ASPIRA Clubs Federation of Florida (ACFF). The ASPIRA Clubs Federation of Florida (ACFF) shall automatically have two (2) representatives on the State Board of Directors. These representatives should be the President and Vice President of the ACFF provided they qualify as to the State of Florida minimum legal age requirements for board membership.

Section 3. Qualifications for Directors and At-Large: A fundamental qualification criteria for directorship shall be the desire and ability of the prospective candidate to contribute to the achievement of the purposes of ASPIRA.

It is important, therefore, that Directors be selected from among a broad field of persons who are representative of the community or groups served by ASPIRA and diversified as to age, gender, occupational and educational interests, social and economic position, racial background, religious faith, sexual orientation, and geographical location.

Candidates should understand that board participation will place a demand on their time and other interests, and that they must evidence a willingness to give their best. Directors shall meet all State of Florida legal requirements for Board of Directors membership.

Section 4. Procedure for Directorship: The following shall be the procedures to be followed in granting membership:

- a) The Chair of the Board of Directors, or a member of the Board designated by the Chair, shall contact prospective candidates and secure all necessary information for review to be submitted to the Executive Committee.
- b) After review, the Chair or designee (s) and the CEO shall meet with the candidate (s) and explore interests, time and commitment.
- c) After the interview, the Executive Committee shall make a determination.
- d) At the next meeting of the Board of Directors, or as soon as reasonably possible thereafter, the name of the candidate shall be submitted to the Board for consideration and approval in accordance with Article II, Sections 1, 2, and 3.

Section 5. Terms: Directors shall serve terms in accordance with their class of director as follows: (a) At-Large Directors shall serve staggered terms of three years; and, representative Directors shall serve terms for the duration of their term of office as Chair of their Local ASPIRA of Florida Advisory Councils or representative of the State ASPIRA Clubs Federation of Florida. The terms of representative Directors should be no less than one year and no more than three years.

Elections shall be held at the Annual Meeting to fill the expired terms of At-Large Directors in accordance with Article III, Section 1. Staggered three years terms for At-Large Directors are designed to provide institutional continuity to ASPIRA. Thus, the terms of no more than one-third of the At-Large Directors shall expire in any given year. The unexpired term of Directors shall be filled as soon as possible after such Board position becomes vacant. At-Large Directors may seek re-election to a new three-year term at the end of their expired three-year term.

Section 6. Vacancies: In case any vacancy occurs on the Board of Directors through death, resignation, disqualification, incapacity, increase in the number of Directors, the removal of a Director in accordance with Article IV, Section 3, or any other cause, then and in that event the vacancy shall be filled as follows:

- a. At-Large Directors vacancies are to be filled by a majority vote of the Directors of the Corporation for the unexpired portion of the term at any regular meeting or special meeting held for that purpose; and,
- b. Representative Director's vacancies are to be filled through the selection of a new representative by the Local ASPIRA Advisory Council or the State ASPIRA Clubs Federation of Florida.

Section 7. Effect of Death, Resignation or Removal: All rights, powers, and privileges of a Director shall cease upon their death, resignation or removal.

ARTICLE III: MEETINGS

Section 1. Annual State Board Meetings: There shall be an Annual Meeting of the State Board of Directors at which the Chief Executive Officer shall render a report of the past year's activities, at which officers of the Corporation shall be elected, and at which elections may be held to fill At-Large Director vacancies on the Board of Directors in accordance with Articles III and V of these By-Laws.

The Local Annual Meeting of the Local ASPIRA Advisory Councils should be convened prior to the Annual Meeting of the State Board of Directors to enable their elected representatives to more fully participate at the Annual State Board Meeting.

Section 2. Place of Meetings: Meetings of the Board of Directors of ASPIRA shall be held at the principal office of the Corporation, or at such other place within or without the State of Florida as may be designated by the Board.

Section 3. Number of Meetings: The Board of Directors shall convene, at a minimum semi-annually.

Section 4. Notice of Meetings: Notification of meetings of the Board of Directors may be transmitted by telegram, electronically, E-mail, facsimile, or written notice personally delivered, sent, or mailed to each Director not less than five (5) nor more than ten (10) days prior to such meeting.

Section 5. Voting: At all meetings of the Board of Directors, each Director shall have one vote. The act of a majority of the Directors present, at a duly convened meeting, and at which a quorum is present, shall be the act of the Board of Directors. Except as otherwise provided by these By-Laws, by statute, or by Robert's Rule of Order.

Section 6. Proxy Vote and Referendum: The Board may exercise the use of proxy and referendum on issues that require Board Action. Robert's Rule of Order will be referenced in the exercise of these options.

Section 7. Designation of Alternates: In the event a Chair of a Local ASPIRA Advisory Council is unable to attend a Board of Directors meeting, the Chair of such Local Advisory Council may designate, the Vice Chair or another member of such Local Advisory Council to attend said meeting and to act in their stead with the full voting powers and responsibilities of the Local Advisory Council Chair.

Section 8. Quorum and Adjournments: A majority of the Directors, or a majority of the officers as defined Article IV, Section 1, whichever is the smaller number, shall constitute a quorum for the transaction of business.

Section 9. Order of Business: The order of business at all meetings of the Directors shall be as follows:

1. Call Meeting to Order
2. Reading of the Minutes
3. Election of Officers and New Members (When Appropriate)
4. Old Business
5. Report of the Chief Executive Officer
6. Reports of Committees or Officers
7. Report of the Local ASPIRA Council Chairs
8. New Business

Section 10. Removal for Unexcused Absences: Failure of a Director to attend two (2) consecutive regular meetings of the Board may result in the termination of the Director from the Board upon a majority vote of its members. The Board in accordance with the procedures provided in Article III, Section 4, shall fill any unexpired term vacancy thus created.

ARTICLE IV: OFFICERS

Section 1. Officers: The Officers of the Corporation (and of the Local ASPIRA Councils) shall be the: 1. Chair, 2. Vice Chair of Programs and Planning, 3. Vice Chair for Fundraising, 4. Treasurer, 5. Secretary, 6. the President/CEO, and 7) Immediate past Chair. The Board may appoint such other officers, agents and employees as it shall deem necessary, who shall serve at the discretion of the Board, and who shall be delegated such authority and shall perform such duties as the Board may, from time to time, prescribe.

Section 2. Elections: All Officers of the Corporation, except the President/CEO shall be elected at the Annual State Board Meeting. Newly elected officers shall assume their offices on the first day of the month following the elections.

Section 3. Term: All Officers shall be elected for a term of one (1) year. Officers shall be limited to no more than three (3) consecutive one (1) year terms in accordance with Article IV, Section 2.

Section 4. Removal of Directors: Any or all of the Directors may be removed for cause by the affirmative vote of two-thirds of the entire Board and such removal shall take effect immediately. The procedures for removal are described below.

- a) In order to initiate the removal of a Director, a written communication stating and substantiating the reasons for removal, and signed by a minimum of four (4) Directors, shall be presented to the Board of Directors at a regularly scheduled meeting and shall be heard at that meeting as part of New Business.
- b) At said meeting, the Board of Directors shall designate a Special Committee for the purpose of setting the date for the removal election and the written notification of the same shall take place no more than thirty (30) days from the date the written communication was presented to the Board. Moreover, the Special Committee shall insure that written communication of the removal election date shall be sent to the entire Board of Directors no less than ten (10) days prior to the designated removal election date.

- c) Voting shall be carried out by secret ballot and no other business shall be conducted on the date of the removal election.

Section 5. Duties of Officers:

- a) Chair of the Board: The Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall present a report on the condition and the affairs of the Corporation at its Annual Meeting; be ex-officio member of all committees; appoint from among the Board of Directors the members of special committees to act upon such matters as they shall designate; sign all certificates of Board membership; enforce these By-Laws; and, perform all duties required of the Office of Chair in accordance with the ASPIRA By-Laws.
- b) Vice Chair of Programs and Planning: The Vice Chair of Programs and Planning shall perform such duties as are necessary for the planning, enhancement, and evaluation of the Corporation's programs in coordination with the Chief Executive Officer, or designee. In addition, in the absence and inability of the Chair to render and perform the duties and responsibilities or to exercise the powers, as set forth in these By-Laws, the same shall be performed and exercised by the Vice Chair of Programs and Planning, and when so acting, shall be vested with all the powers and be subject to all the responsibilities hereby given to and imposed upon the Chair.
- c) Vice Chair for Fundraising: The Vice Chair for Fundraising shall perform such duties as are necessary to fulfil the organizational advancement, in coordination with the CEO and or designee(s). The Vice Chair for Fundraising shall be a member of all committees that have any fundraising responsibilities, such as the Friends of ASPIRA.
- d) Treasurer: The Treasurer shall have oversight responsibilities for the financial affairs of the Corporation. The Treasurer shall have the care and custody of the financial records, and shall be responsible for all funds and securities of the Corporation; keep or cause to be kept just and true records of cash, checks, bank accounts, and other necessary and proper financial records and books of accounts; and, perform such duties and exercise such powers as the Board of Directors or the Chair may, in connection with the management of the Corporation prescribe. In the absence and inability of the Chair and both Vice Chair to render and perform the duties and responsibilities or to exercise the powers of the Chair, as set forth in these By-Laws, the same shall be performed and exercised by the Treasurer, and when so acting, shall be vested with all the powers and be subject to all the responsibilities hereby given to and imposed upon the Chair.
- e) Secretary of the Corporation: The Secretary of the Corporation shall keep the minutes of all meetings of the Board of Directors and of the Local ASPIRA Advisory Council in appropriate books. The Secretary shall give and serve all notices of the Corporation; be the custodian of the records and the Seal of the Corporation, and shall affix the Seal when required; keep the membership in the manner prescribed by law, so as to show at all times the names of members of the Corporation, their respective places of residence, their post office addresses, the class of membership held by each, and the date on which each became a member. The Secretary shall present to the Board of Directors, at all regular meetings, all communications officially addressed to them by the Chair, and any officer or member of the

Corporation. In the absence and inability of the Treasurer to carry out his/her duties, the same shall be performed and exercised by the Secretary. The Secretary shall also perform such other duties as the Chair may prescribe.

- f) President and Chief Executive Officer. The Board of Directors shall delegate the executive responsibility for the operations of the Corporation to the President and CEO. Accordingly, the President and CEO shall discharge all executive and operational responsibilities of the Corporation and shall report thereon to the Board of Directors at its semi-annual and annual meetings. The President and CEO shall attend all regular scheduled meetings, but will not be a voting member.
- g) Immediate Past Chair: For the purpose of continuity, the immediately past Chair shall hold office as an Officer for a one (1) year term.

Section 6. Resignations: Any officer may resign at any time by notifying the Chair, the Secretary, or the Board of Directors of the Corporation in writing. Such resignation shall take effect at the time therein specified. Unless otherwise specified, acceptance of such resignation shall not be necessary for it to take effect.

Section 7. Vacancies: The Board of Directors may fill vacancies in any office at any regular or special meeting.

ARTICLE V: EXECUTIVE COMMITTEE

Section 1. Constitution: The Executive Committee shall be comprised of the Officers of the Board of Directors of ASPIRA of Florida, Inc. The Board of Directors shall fill any and all vacancies on the Executive Committee and may, appoint alternate members to serve during the temporary absence or disability of any member of the Executive Committee. Such alternate member on the Executive Committee serves at the pleasure of the Board of Directors.

Section 2. Powers: The Executive Committee shall have and may exercise, so far as permitted by law, all the powers of the Board of Directors in the management of the property and affairs of the Corporation during the intervals between meetings of the full Board of Directors, shall act in such intervals as the governing body of the Corporation, and shall have the power, among others, to authorize the Seal of the Corporation to be affixed to all documents which may require it.

Section 3. Organization, Meetings, Etc.: The Chair of the Board shall serve as the Chair of the Executive Committee. In the absence of the Chair of the Executive Committee, the Vice Chair of Programs and Planning shall be the Chair of the meeting. The Executive Committee may adopt rules governing the time and/or method of calling and/or holding its meetings and also adopt rules governing the conduct of its affairs. The Secretary of the Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 4. Quorum and Manner of Action: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee.

ARTICLE VI: STANDING COMMITTEES

Section 1. Constitution and Powers: The Board of Directors may, by resolution establish Standing Committees, including Local Councils, to study, plan, administer or otherwise be concerned with specific projects that the Corporation shall undertake and, to the extent permitted by law, may delegate to such committee such lawful powers as the Board of Directors shall determine. The power to establish Corporation policy is specifically retained by the State Board of Directors and shall not be delegated to any Standing Committee, except as provided in Article V. Section 2. Executive Committee Powers. Committee appointments, and the filling of any and all vacancies on any standing committee, shall be made as the Board of Directors may determine. The Board of Directors may remove any member of any standing committee, with or without cause, at any time.

Section 2. Organization, Meetings, Etc.: The Board of Directors shall designate the Chair and the Secretary of any standing committee, except the Local Advisory Councils, whose Rules and Regulations are defined in their Governance Document, as approved by the Board of Directors. The Governance Document shall define the process by which the offices of Chair, Vice Chair, Treasurer, Secretary, Student Representatives are filled, and the members of the Local Advisory Councils shall be selected.

In the absence of the Chair or Secretary of any standing committee, except the Local Advisory Councils whose rules and regulations are defined in their Governance Document, the committee shall appoint an acting Chair or Secretary of the meeting, as the case may be. Each standing committee may adopt rules governing the time and/or method of calling and/or conducting its meetings and may also adopt rules governing the conduct of its affairs. Each standing committee shall keep a record of its acts and proceedings and shall report thereon to the Board of Directors.

Section 3. Quorum and Manner of Acting: A majority of the members of any standing committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee. The members of any standing committee shall act only as a committee within the By-Laws of the Board of Directors.

Section 4. Temporary Committees: The Chair of the Board of Directors shall be authorized to appoint temporary committees to study and report on any matter that the Corporation may desire or need to study.

Section 5. Friends of ASPIRA: The Board of Directors may establish an Advisory Committee, to be known as the "Friends of ASPIRA" to assist with fund-raising activities of the Corporation. The Vice Chair for Fundraising as designated by the Chair, or another member of the Board of Directors shall preside at the meetings of the "Friends of ASPIRA". The advisory committee shall consist of no more than twenty-five (25) members to be appointed or re-appointed each year by the Chairperson of the Board of Directors at the Annual Meeting.

Section 6. Other Committees of the Board of Directors: The Board of Directors may also, by resolution, appoint other committees of the Board of Directors and, to the extent permitted by law, may delegate to any such committee such lawful powers as the Board shall determine.

ARTICLE VII: ANNUAL REPORT

The Chief Executive Officer shall, at the Annual State Board Meeting, present a report of the Corporation's activities during the past year.

ARTICLE VIII: WAIVER OF NOTICE

Any meeting of members, directors, or committees at which any action otherwise properly taken there at shall be valid if notice of the time, place, and purpose(s) of such meeting shall be waived in writing before, during, or after such meeting.

ARTICLE IX: NEGOTIABLE INSTRUMENTS

Checks, promissory notes, and other instruments for the payment of money shall be signed by such person or persons as may be designated by the Board of Directors.

ARTICLE X: CORPORATE SEAL

The Seal of the Corporation shall be in such form as may be adopted by the Board of Directors.

ARTICLE XI: FISCAL YEAR

Until changed by resolution of the Board of Directors, the fiscal year of the Corporation shall be from July 1 through June 30 of each year.

ARTICLE XII: AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended, supplemented or repealed by the Board of Directors.

1997 AMENDMENTS TO THE BY-LAWS ARTICLES OF ASPIRA OF FLORIDA, INC.

1. ASPIRA of Florida, Inc. By-Laws amended in its entirety by the Board of Directors by proxy votes at the June 18, 1997 and ratified at the October, 1997 Annual meeting, effective January 1, 1998, pursuant to Geographic Expansion Plans adopted by the Board of Directors at the Board Retreats of 1997, and previous years.

2. The foregoing amended By-Laws was adopted by unanimous vote at a meeting of the Board of Directors of the Corporation on October 23, 1997.

IN WITNESS OF, we, the undersigned, have executed these amended By-Laws, 16th day of December 1997, Hedly Pena, Chairperson of the Board of Directors and Miriam Lorenzo, Secretary of the Board of Directors.

2002-03 AMENDMENTS TO THE BY-LAWS ARTICLES OF ASPIRA OF FLORIDA, INC.

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3. ASPIRA of Florida, Inc. By-Laws Revised and Amended in its entirety by the Board of Directors ___ 8 ___ day of ___ February ___, 2003.

TERESA ALBIZU-RORIGUEZ

CHAIR OF THE BOARD OF DIRECTORS

KIM McCRAY

SECRETARY OF THE BOARD OF DIRECTORS

STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledging before me this ___ 8 ___ day of ___ February ___, 2003.

Raul A. Martinez

_____, Respectfully of ASPIRA of Florida, Inc. not for profit corporation, on behalf of the corporation.

Notary Public, State of Florida

Original Document on File at the Corporate Offices.