AMENDED AND RESTATED BY-LAWS OF
THE DEFENDERS OF CROOKED LAKE, INC.
Revised _____ , 2026

ARTICLE I – NAME AND PURPOSE

The name of this organization is the Defenders of Crooked Lake, Inc. The organization is referred to herein as "the Defenders."

As stated in its Articles of Incorporation, the purpose of this organization "shall be, in particular, to protect Crooked Lake . . . from the further inroads of pollution and to preserve it as nearly as possible in its natural, unspoiled state." To that end, the Defenders will advocate for the protection, preservation, and enhancement of Outstanding Florida Water Crooked Lake and its surrounding lands with the aim of sustaining for the public good one of the few remaining pristine freshwater lakes in Florida. The Defenders also will provide education and promote public awareness of the natural beauty, purity of water, inherent ecological value, and quality of living that distinguish Crooked Lake. Generally, the Defenders will engage with government agencies, private foundations, corporations, elected officials and other entities having related objectives to advance and promote the organization's purposes.

ARTICLE II – MEMBERSHIP

2.1 Membership Categories. Three categories of membership in the organization are available to those willing to support the purposes of the Defenders: Individual, Family, and Corporate.

2.2 Membership Fees. All members must pay a minimum annual membership fee, the amount of which shall be established by the Board of Directors and is subject to change from time to time. Fees are due at the time of the annual membership meeting and are delinquent if unpaid for over 30 days. A member shall be considered a member in good standing when annual membership fees have been paid. Only members in good standing shall be eligible to vote.

2.3 Annual Membership Meeting and Events. An annual meeting for the membership of the Defenders shall be held at a time and date established by the Board of Directors. A quorum of 20 percent of members in good standing shall be

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required for the organization to conduct business at the annual meeting. Every affirmative vote by a majority of members present at the annual meeting at which a quorum is present shall be the act of the membership. Any member not attending the annual meeting will be construed to have voted in the affirmative for any item up for vote that has been recommended by a majority of the Board, provided the membership has been sent timely notice of the meeting.

2.3.1 The Board may organize or sponsor other membership events and functions such as educational or informational seminars, fundraising events, and social activities.

ARTICLE III – BOARD OF DIRECTORS

3.1 General Powers. The authority to conduct the Defenders' governance, administrative functions, business activities, or management of corporate affairs is vested exclusively in the Board of Directors.

3.2 Number and Qualification of Directors. The membership of the Board of Directors shall consist of no fewer than four (4) and no more than nineteen (19) members of the Defenders in good standing. Directors and candidates for Board membership must be permanent residents of the area as defined as residing within one mile of Crooked Lake's shoreline or owning property that is connected to the Lake. Directors are expected to actively participate in Board meetings and projects as well as serve on standing and ad hoc committees.

3.3 Nomination, Qualification, and Election of Directors. At least 45 days before the annual meeting for the membership, the President of the Board shall appoint an ad hoc nominating committee which shall prepare a slate of nominees that will be formally presented to the Defenders' membership for a vote at the annual meeting. Nominees must be members in good standing and at least eighteen (18) years of age. The Board shall communicate notice of the annual meeting and the slate of nominees to the membership at least fifteen (15) days prior to the annual meeting. The President will call for any additional nominations at the meeting, after which Directors shall be elected by a simple majority of votes cast by a quorum of members in good standing present and voting.

3.4 Terms of Directors. Each Director shall serve for a term of three (3) years and hold office until a successor has been elected and qualified, or until earlier resignation, removal from office, or death. No Director may serve more than three

(3) consecutive terms. or nine (9) years, whichever is longer. Having served three (3) consecutive terms, a former Director who wishes to serve again must remain off the Board until the next annual meeting of the Board or eleven (11) months, whichever is longer, to once again be eligible to serve on the Board. Directors must be members in good standing during their term(s) on the Board.

3.5 Vacancies. When a vacancy on the Board occurs, the vacancy may be filled by the affirmative vote of the majority of the remaining Directors. The term of the Director elected to fill a vacancy expires at the next annual meeting at which Directors are elected. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date may be filled before the vacancy occurs. However, the new Director may not take office until the vacancy occurs.

3.6 Resignation. Any Director may resign by delivering written notice to the Board of Directors or the President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

3.7 Removal. Any Director may be removed with or without cause from the Board at any time by a two-thirds (2/3) majority vote of the Directors. Such action may be taken at a regular meeting or a special meeting of the Board called for such purpose. All Directors shall receive notification of a proposed removal at least five (5) days before the meeting during which the issue will be decided. The Director whose removal has been proposed shall be entitled to address the Board before the deciding vote.

3.7.1 A Director may be removed after three (3) absences from regular meetings of the Board in a calendar year where notification of absence has not been given and good cause for absence has not been shown by the Director prior to the meetings. A Director may, however, request from the Board an extended leave of absence that may be granted or denied at the discretion of the Board. A Director removed from the Board due to absences may apply to the Board for reappointment.

3.8 Compensation. Directors shall not be compensated for goods or services provided to the Defenders during their term(s), except to be reimbursed for direct, out-of-pocket expenses incurred during the conduct of tasks directed and approved

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by the Board, or for serving the Defenders in another capacity and receiving reasonable compensation therefor.

ARTICLE IV – OFFICERS

4.1 Officers. The Officers of the Defenders shall be a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except that neither the Secretary nor Treasurer may serve concurrently as President. The Officers shall be duly elected or appointed Directors and members in good standing.

4.2 President. The President shall preside over the meetings of the Board of Directors. In general, he/she shall discharge all duties incident to the office of President, and such other duties as may be prescribed by the Board. The President shall appoint the Chairs of all committees unless otherwise provided in these By-Laws or by Board resolution creating a committee.

4.3 Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

4.4 Secretary. The Secretary shall attend meetings of the Board of Directors and record, or cause to be recorded, all votes and the minutes of all proceedings in books to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the membership and Directors for which notice is required, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision he/she shall act.

4.5 Treasurer. The Treasurer shall have responsibility for the funds of the Defenders and shall ensure that full and accurate accounts of receipts and disbursements are kept and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the Defenders. The Treasurer shall serve as the Chair of the Finance Committee.

4.6 Election of Officers. Officers shall be elected by a majority vote of the Directors at the Annual Meeting of the Board of Directors as set forth in section 5.1.

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4.7 Term of Office. Officers shall serve two (2) year terms at the pleasure of the Board and shall continue until respective successors are chosen or until earlier resignation, removal, or death.

4.8 Resignation. An Officer may resign at any time by delivering written notice to the Board of Directors or the President. A resignation is 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 Board of Directors accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date of the pending vacancy.

4.9 Removal. Any Officer may be removed, with or without cause, by a majority vote of the Board of Directors. Such action may be taken at a regular meeting or a special meeting of the Board called for such purpose. All Directors shall receive notification of a proposed removal at least five (5) days before the meeting during which the issue will be decided.

4.10 Vacancies. The Directors shall have the authority to fill any vacancies in any offices occurring for whatever reason, and Directors may vote by written ballot to fill any vacancy.

ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

5.1 Annual Meeting of the Board of Directors. The Board shall hold an annual meeting for the purpose of electing new Officers and to perform any other appropriate business. The Directors may vote by written ballot to accept or reject each Officer nominee. The Annual Meeting may be conducted at a regular meeting of the Board.

5.2 Regular Meetings. The Board of Directors shall conduct monthly meetings at times and places specified by the Board. At the discretion of the Board, meetings may be suspended during the summer months of June, July, and August. Directors may attend regular and special meetings electronically, provided prior notice is given the President or Secretary and electronic equipment can be made available at the meeting to adequately support such attendance. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

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5.3 Special Meetings. Special meetings of the Board may be called by the President, or in his/her absence, by the Vice President. In addition, upon the written request of at least one-fourth (1/4) of the Directors or a petition bearing the signatures of at least 20 percent of members in good standing, a special meeting may be called to address issues raised by the persons requesting same.

5.4 Notice. Notice of all regular Board meetings should be made at least five (5) days before the meeting. In general, the notice should include following: a) the date, time, and place of the meeting; b) an agenda for the meeting; c) a copy of the minutes of the last meeting; d) financial statements; and e) materials relevant to matters subject to Board consideration and voting at the meeting. Notice of special meetings should be made at least two (2) days before the meeting. Notice of meetings may be accomplished electronically.

5.5 Quorum. For the transaction of business, a quorum is constituted by one-third of the Directors then in office.

5.6 Voting. Every affirmative vote by a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board of Directors sufficient to make decisions by the Board subject to the provisions of Florida law, the Articles of Incorporation, or any provision of these Bylaws. The President shall not vote except to break a tie vote of the Directors.

5.7 Conduct of Meetings. The President shall preside over the meetings of the Board of Directors. In his/her absence, the Vice-President shall preside. In the Vice-President's absence, the Directors will select a Director to preside. The Secretary shall act as secretary at the meetings, but in his/her absence, the President may appoint any person to act as secretary at the meeting.

ARTICLE VI – EXECUTIVE COMMITTEE

The Board of Directors may, by resolution adopted by a majority vote of the Directors, appoint an Executive Committee, whose members shall consist of not less than three (3) Directors who shall be vested with the authority of the Board to act on Board matters to the extent provided in the resolution appointing such committee between regular meetings of the Board, except that the Executive Committee may not: a) approve actions or proposals required to be approved by the Board; b) fill vacancies on the Board or any committees thereof; c) act to adopt, amend, or repeal

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By-Laws or any resolution by the Board; or d) expend funds for any purpose without the express authorization of the Board.

ARTICLE VII – COMMITTEES

7.1 Committees and Members. The Board of Directors may, by a majority vote, form, direct, and dissolve committees, including ad hoc committees, as may be required to assist or complete the work of the Defenders. The President shall appoint the Chair of each committee. The Chair shall propose to the Board for approval of at least two (2) Directors or other persons to serve as committee members. The majority of persons on each committee must be Directors, and only a Director may serve as Chair of a committee. The Chair shall not vote unless to break a tie vote of committee members.

7.2 Term of Office. Each member of a committee shall continue as such until his/her successor it appointed, unless the committee shall be sooner terminated, or unless such member resigns, is removed, dies, or ceases to qualify as member of the Defenders.

7.3 Vacancies. Vacancies may be filled by appointments made by the President.

7.4 Quorum and Voting. The quorum and voting requirements of the Board of Directors set forth in Article V apply to committees and their members as well.

7.6 Standing Committees. The following standing committees are established:

7.6.1 The Finance Committee. The Finance Committee shall consist of at least three (3) Directors. The Treasurer of the Defenders shall serve as Chair of the Finance Committee. The Committee shall have oversight responsibility for all financial planning and development and shall regularly report to the Board as to the status of same and make recommendations thereon.

7.6.2 The Membership Committee. The Membership Committee shall consist of at least three (3) Directors and shall have oversight responsibility for all membership development and membership records. The Membership Committee and Finance Committee shall coordinate where necessary to ensure payment of membership dues and maintenance of accurate records.

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7.6.3 The Education Committee. The Education Committee shall consist of at least three (3) Directors and have oversight responsibility for educational events, publications, and communications related to the organization's purposes and shall regularly report to the Board the status of same and make recommendations thereon.

ARTICLE VIII – ADVISORS

8.1 Number, Qualifications, and Purpose. A maximum of fifteen (15) members of the Defenders in good standing and who are at least eighteen (18) years of age may serve in an advisory capacity to the Board of Directors.

8.2 Nomination of Advisors. At least 45 days prior to the Annual Meeting of the Board, the President shall cause each Director to be notified that nominations will be accepted by the Board of Directors within a specified time frame. After the time for submitting nominations has expired, the Officers shall screen each nominee's qualifications and thereafter prepare a slate of selected nominees. Composition of the slate shall be determined by a majority vote of the Officers.

8.2.1 Each Director shall be provided with a copy of the slate of nominees at least ten (10) days prior to the Annual Meeting of the Board. The slate should indicate: (a) the individual(s) nominated; (b) their qualifications; and (c) the end of his/her term. A member of the Defenders not included in the slate may be nominated by a written petition signed by at least five (5) Directors and presented to the President at any time prior to the election.

8.3 Election and Terms of Advisors. Advisors shall be elected by a majority vote at the Annual Meeting of the Board of Directors, and Directors may vote by written ballot to accept or reject each nominee. If the election of Advisors is not held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each Advisor shall serve a term of two (2) years. No Advisor shall serve for more than two (2) consecutive terms or four (4) years, whichever is longer. If an individual is appointed to serve less than one year of an unexpired Advisor's term, that individual may be allowed to serve two (2) additional consecutive two (2) year terms after the initial appointment.

8.4 Resignation and Removal. Resignation and removal of Advisors shall be as set forth in sections 3.6 and 3.7 of these By-Laws.

8.5 Vacancies. When a vacancy occurs, the President may appoint a current member of the Defenders in good standing to serve as an Advisor for the unexpired term.

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8.6 Attendance at Meetings of the Board of Directors. Advisors shall be invited to attend, and shall receive notice of, all regular meetings of the Board of Directors. Notice of the meetings shall be as described in Article V of these By-Laws.

8.7 Voting. Advisors generally have no voting rights, except that they may be voting members of any standing or ad hoc committee on which they serve.

8.8 Compensation. Advisors shall not be compensated for goods or services provided to the Defenders during their term(s), except to be reimbursed for direct, out-of-pocket expenses incurred during the conduct of tasks directed and approved by the Board, or for serving the Defenders in another capacity and receiving reasonable compensation therefor.

ARTICLE IX – FINANCIAL MANAGEMENT

9.1 Fiscal and Operating Year. The fiscal and operating year of the Defenders shall run from January 1 to December 31 of each year.

9.2 Financial Review and Reporting. The Board of Directors shall request an annual financial statement and review of the Defenders' records of income and expense by a firm of independent Certified Public Accountants. The Finance Committee shall be responsible for the following: a) annual financial reporting; b) presentation of periodic internal financial statements; c) management of all bank accounts and investments that give proper recognition to liquidity needs, risk and return; d) internal controls, and e) oversight of outside financial reviews.

9.4 Internal Controls and Financial Policies. Internal controls for all income and expenditures shall be reviewed by the Finance Committee on an annual basis, and the Committee may request changes to such internal controls as necessary to maintain the integrity of the Defenders' financial record keeping and reporting. The Finance Committee shall also review and propose additional financial policies as needed by the Board of Directors for its consideration.

9.5 The Defenders' Investments. The Finance Committee shall be authorized to utilize the professional services of a paid outside money manager upon approval of the Board of Directors. All financial institutions selected and approved by the Finance Committee must have a credit rating of "A" or higher by Standard and Poor's or a comparable independent rating agency.

ARTICLE X – CONFLICTS OF INTEREST

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Should any Director have a material financial interest in any proposal or transaction contemplated by the Board of Directors, that Director must declare such interest at the earliest opportunity and shall abstain from voting on such proposal or transaction. Failure of a Director to comply with this provision shall constitute cause for removal.

ARTICLE XI – BOOKS AND RECORDS

The Defenders shall maintain and preserve complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committees having any of the authority of the Board of Directors.

ARTICLE XII – AMENDMENTS

The By-Laws may be adopted, altered, amended, revised, or repealed by an affirmative vote of the majority of the Board of Directors and ratification by the membership at an annual membership meeting. The vote of the Directors shall be taken at a regular meeting for which written notice of any proposed amendment must be provided to each Director at least ten (10) days prior to the meeting at which the amendment will be considered. The notice shall include the text of the proposed amendment and a brief explanation of its purpose.

ARTICLE XIII – DISSOLUTION

13.1 The Board of Directors must adopt a resolution recommending that the organization be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting at least ten (10) days prior to the meeting. A resolution of the Board to dissolve the corporation shall be adopted upon receiving at least a majority of the votes which members present at such meeting are entitled to cast.

13.2 Upon the dissolution of the Defenders, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and

operating exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or such organizations organized and operating exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code or the corresponding sections of any future federal tax code, or to the federal government, or to a state or local government for the benefit of the general public as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SECRETARY'S CERTIFICATE

I HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of the Defenders of Crooked Lake, Inc. were approved by the Board of Directors of the Defenders of Crooked Lake, Inc. on December 16, 2025, and ratified by the membership at a meeting thereof on _____, 2026.

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Judy Stevens

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