AMENDED AND RESTATED BYLAWS

OF

DOWNTOWN MANAGEMENT CORPORATION OF FORT MYERS, FLORIDA, INC.

Article 1
Name and Offices

A. Name. The name of this Florida Not For Profit Corporation is DOWNTOWN MANAGEMENT CORPORATION OF FORT MYERS, FLORIDA, INC. with a fictitious name or DBA River District Alliance.

B. Offices. The corporation shall maintain a registered agent and a registered office within the State of Florida. The principal and registered offices of this corporation shall be as set forth in the corporation's Articles of Incorporation. The corporation may have such other offices, both within and without the State of Florida, as the Board of Directors may from time to time determine or as the business of the corporation may require.

Article 2
Purpose, Goals and Objectives, and Area

A. Subject to Article 3 hereof, the corporation's purpose shall be to engage solely in activities consistent with the activities permitted of an organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, as amended. The specific purpose for which this corporation is organized is as stated in the corporation's Articles of Incorporation.

B. Goals and Objectives. The goals and objectives of this corporation are to:

(1) Promote and encourage public support for the Downtown Fort Myers community.

(2) Enhance public understanding and appreciation of Downtown Fort Myers as a redevelopment area and historic destination, including through preservation efforts, and special events.

(3) Foster the use of Downtown Fort Myers as a venue for cultural, civic, educational, social, and economic activities, and as a desirable location for businesses and events.

(4) Support programs that benefit the Downtown Fort Myers community, including initiatives with civic, educational, social, economic, and cultural impact.

(5) Encourage active participation and collaboration among board members, members, and other organizations in support of the Corporation's purposes.

(6) Engage in any lawful activities consistent with the Corporation's mission and objectives.

C. Area. The "Area: of this corporation means the properties falling within the borders marked by West of the Edison & Ford Winter Estates, East of the Riverside Community Center, North of the Caloosahatchee River, and South of the City of Palms Park and IMAG. (*See* attached Map).

Article 3
501(c)(3) Organization

Notwithstanding any statement or inference to the contrary in these Bylaws, in no event shall the corporation take any action to the extent that such action would cause the corporation to become subject to excise, income, or other taxes; fees; or penalties pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the regulations promulgated thereunder, or otherwise violate such Section or regulations. In the event that any provision contained in these Bylaws is held by a court of last resort, in a final, non-appealable and binding decision, to cause the corporation to become subject to such taxes or cause such other violation, then such provision shall be severed herefrom and such holding shall not affect the validity of the remainder of these Bylaws.

Article 4
Directors

A. Powers. Subject to any contrary provisions expressly set forth in applicable law, the corporation's Articles of Incorporation or these Bylaws, the activities and affairs of the corporation, its business and properties, shall be managed and all corporate powers shall be exercised by or under the direction of the corporation's Board of Directors.

B. Number. The authorized number of directors of the corporation shall be fixed by the Board of Directors from time to time and, in the absence of any such determination, shall be a minimum of three (3) and a maximum of sixteen (16).

C. Term of Directors. The Board has staggering terms so that one-third (1/3) of the Board is elected or re-elected each year.

Each director shall serve a term of three (3) years and until their successor is duly elected and qualified, or until their earlier death, resignation, or removal by a majority of the remaining Board of Directors.

D. Vacancies. Unless otherwise provided in the Articles of Incorporation, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors shall be filled by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified. A vacancy in the Board of Directors shall be deemed to exist under this Bylaw in the case of the death, removal, or resignation of any director. If no qualified nominee is identified, the Board of Directors may elect to leave the vacancy open until a suitable candidate is found or until the next election.

E. Resignation. Any director may resign at any time by delivering their written resignation to the Secretary or, the President and CEO. Such resignation will be effective upon receipt unless otherwise stated in the resignation. When one or more directors shall resign from the Board of Directors, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office for the unexpired portion of the term of the director whose place shall be vacated and until his successor shall have been duly elected and qualified.

F. Removal. Any member of the Board of Directors who is absent from two (2) consecutive quarterly meetings or a total of three (3) regularly scheduled Board meetings within a fiscal year shall be automatically removed from the Board, unless the absence is due to illness or other circumstances approved by the Executive Board or President and CEO. In the event a Board member anticipates being absent from a meeting, they are encouraged to submit any relevant reports, questions, or votes in writing to the President and CEO prior to the meeting. Subject to any limitations imposed by applicable law, any director may also be removed from office at any time by the affirmative vote of a majority of the other directors.

G. Nomination and Election. A Nominating Committee, which consists of at least three (3) and up to five (5) Board of Directors, shall solicit nominations from the Board of Directors for any open Director positions. To be considered for nomination to the Board of Directors such nominee must:

1) Be a citizen of the United States of America.
2) Most work, reside in, or own a business in Lee county Florida.

The Nominating Committee shall review and present recommendations on a prepared ballot. The ballot shall list the corresponding nominees and present to the Board of Directors for required vote for the new positions.

The Nominating Committee may recommend, and the Board of Directors may vote to leave a position vacant. In such cases, the vacancy may be filled at the discretion of the Board of Directors.

The Board of Directors will consider the vote for the new directors during one of its quarterly meetings each year and recorded by the Secretary. Voting shall be conducted by anonymous ballot, administered by the Corporation's administrators. If a board member is unable to vote in person, their ballot may be submitted by proxy to the administrative office or by email prior to the election meeting. Directors shall be elected or re-elected (as the case may be) by the vote through the following process

(1) Executive Board of Directors: Five (5) members of the Board shall serve as the Executive Board, consisting of the Chairperson, Vice-Chairperson, Treasurer, Secretary, and Immediate Past Chairperson. These Executive Board members shall be elected by a majority vote of the full Board of Directors.

All candidates must be in good standing and must have maintained active membership in good standing for at least one (1) year prior to running for an Executive Board position. Candidates may only run for one position per election cycle.

(2) Election of Remaining Directors: All other directors shall be elected by Board of Directors in accordance with procedures established by the Board of Directors.

(3) Vote Tabulation: All votes for directors shall be tabulated by designated staff members of the corporation. The tabulation process shall be witnessed by either the Board Secretary or the Chairperson of the Nominating Committee to ensure transparency and accuracy.

H. Meetings of the Board of Directors.

(1) Quarterly Meetings. The Board of Directors shall meet on a quarterly basis within or outside of the State of Florida at a time and place to be determined by the Board. Notice of such meeting shall be listed annually on the website or given to each director no less than fifteen (15) days prior to such meeting by the Secretary.

(2) Regular Meetings. Unless otherwise restricted by the Articles of Incorporation, regular meetings of the Board of Directors may be held at any time or date and at any place within or outside of the State of Florida which has been designated by the Board of Directors and publicized among all directors. Notice of such meeting shall be or listed annually on the website or a formal notice of such meeting shall be given to each director no less than fifteen (15) days prior to such meeting by the Secretary.

(3) Special Meetings. Unless otherwise restricted by the Articles of Incorporation, special meetings of the Board of Directors may be held at any time and place within or outside of the State of Florida whenever called by the Chair, Vice Chair, Secretary or Treasurer, or by written notice signed by three (3) members of the Board. Notice of such meeting shall be listed on the website or emails no less than seven (7) days prior or a formal notice of such meeting shall be given to each director no less than seven (7) days prior to such meeting by the Secretary. Any notice of a special meeting must state the agenda for the meeting and only matters disclosed on the agenda may be considered at the special meeting.

(4) Virtual Attendance. Any member of the Board of Directors, or of any committee thereof, may participate in a meeting by means of telephone, video conference or similar communications equipment by means of which

all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

(5) Notice of Meetings. Written notice of the time, place, and purpose of all Quarterly or Regular meetings of the Board of Directors shall be listed annually on the website or given to each director at least fifteen (15) days before the date of the meeting.

Written notice of the time, place, and purpose of all special meetings shall be listed on the website or email (7) days before the date of the meeting Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(6) Waiver of Notice. The transaction of all business at any meeting of the Board of Directors, or any committee thereof, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present shall sign a written waiver of notice. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

I. Quorum and Voting.

(1) Unless the Articles of Incorporation requires a greater number, a quorum of the Board of Directors shall consist of a majority of the exact number of directors fixed from time to time by the Board of Directors in accordance with the Articles of Incorporation; *provided, however,* at any meeting, whether a quorum be present or otherwise, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors, without notice other than by announcement at the meeting.

(2) At each meeting of the Board of Directors at which a quorum is present, all questions and business shall be determined by the affirmative vote of a majority of the directors present, unless a different vote be required by applicable law, the Articles of Incorporation, or these Bylaws.

J. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a majority members of the Board of Directors or committee, as the case may be, consent thereto by email, and such writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

K. Fees and Compensation. The Board of Directors positions are voluntary. Directors shall not be entitled to reimbursement of reasonable expenses incurred in attending Board meetings, provided, that no director shall receive any compensation for service as a director.

L. Committees. The Chairperson of the Board of Directors may appoint one or more executive and other committees as permitted by applicable law, and the members thereof, to serve at the pleasure of the Board and with such delegated authority as may be granted to such committees by the Board. Meetings of all such committees shall be conducted in the manner generally provided herein for meetings of the Board.

M. Organization. At every meeting of the directors, the Chairperson, or if the Chairperson is absent, the most senior Vice Chairperson (if a director) or, in the absence of any such person, a chairman of the meeting chosen by a majority of the directors present, shall preside over the meeting. The Secretary, or in his absence, any Assistant Secretary directed to do so by the Chairperson, shall act as secretary of the meeting.

N. Seating of New Directors. Newly appointed Board members shall be seated at the next regularly scheduled Board meeting and granted full voting rights. Each new Board member shall receive a welcome packet that includes the corporation's Bylaws, a description of their Board responsibilities, and any other relevant materials.

O. Management. The Board of Directors may employ a President & CEO and other staff or personnel as necessary, and shall determine compensation and terms of employment in accordance with its annual budget. All Board of Directors and paid staff must comply with the corporation's Code of Ethics. Ethics-related grievances shall be addressed in accordance with the Employee Handbook and handled by the Ethics and Grievances Committee, which committee shall consist of two (2) Board members and one (1) Executive Board member.

P. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any special rules of order the Board of Directors may adopt.

Article 5
Officers

A. Executive Officers Designated. The officers of the corporation shall include the Chairperson, Vice Chairperson, the Secretary, the Treasurer, and the immediate Past-Chairperson, all of whom shall be elected at one of the quarterly meetings of the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers and such other officers and agents with such powers and duties as it shall deem necessary. The Board of Directors may assign such additional titles to one or more of the officers as it shall deem appropriate.

B. Tenure and Duties of Executive Officers.

(1) General. All officers shall hold office at the pleasure of the Board of Directors for a term of two (2) years. The Board of Directors shall consider the election of all officers during one of its quarterly meetings each year. Once elected, all officers shall hold office until their successors shall have been duly elected and qualified, unless sooner removed. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

(2) Duties of Chairperson. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(3) Duties of Vice Chairperson. The Vice Chairperson may assume and perform the duties of the Chairperson in the absence or disability of the Chairperson or whenever the office of Chairperson is vacant. The Vice Chairperson shall perform other duties commonly incident to their office and shall also perform such other duties and have such other powers as the Board of Directors or the Chairperson shall designate from time to time. The Vice Chairperson shall assume the position of the Chair at the end of the Chair's term unless in the case of appointment.

(4) Duties of Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all acts and proceedings thereof in the minute book of the corporation. The Secretary shall give notice in conformity with these Bylaws of all meetings of the Board of Directors and any committee thereof requiring notice. The Secretary shall maintain custody of all official records and documents of the corporation and ensure that all financial reports, as provided by the treasurer or other financial officers, are properly recorded, filed, and made available to the Board. The Secretary shall ensure that all corporate records are kept in a secure and accessible manner. The Secretary shall perform all other duties given to him in these Bylaws and other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time.

(5) Duties of Treasurer. The Treasurer shall keep or cause to be kept the books of account of the corporation in a thorough and proper manner and shall render statements of the financial affairs of the corporation in such form and as often as required by the Board of Directors or the Chairperson. The Treasurer, or their designee, shall present a written financial report to the Board of Directors at scheduled meetings. The Treasurer, subject to the order of the Board of Directors, shall have the custody and be responsible for the safeguarding of all funds and securities of the corporation ensuring their proper disbursement in accordance with policies approved by the Board of Directors. All funds shall be maintained in financial institutions or invested in a manner authorized by the Board. The Corporation shall retain the services of a certified public accountant to assist the Treasurer in maintaining accurate financial records and accounts, and to prepare and file all tax and informational returns required by federal, state, and local laws. The Treasurer shall supervise the

preparation and filing of the corporation's annual IRS Form 990 or any other required tax filings. The Treasurer shall serve as a co-signer on all corporation bank and financial accounts, along with the President & CEO and, if necessary, one member of the Executive Board or the Chairperson of the Board of Directors. The Treasurer shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the Chairperson shall designate from time to time.

(6) Duties of Immediate Past Chairperson. The Immediate Past Chairperson shall be responsible for the board development, recruitment, and shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the Chairperson shall designate from time to time.

(7) Non-Officer Employee Positions - President & Chief Executive Officer. The President & Chief Executive Officer (President & CEO) shall serve as a non-officer, non voting employee position of the corporation and shall be responsible for the day-to-day management and operations of the corporation. The President & CEO shall be hired by the Board of Directors and shall operate under the policies, goals, and budgets established or approved by the Board. The President & CEO shall have the authority to manage the corporation in accordance with the terms of their employment agreement, job description, and Board-approved guidelines. This authority includes, but is not limited to, negotiating staff employment agreements and hiring or terminating employees of the corporation. The Executive Board shall be responsible for negotiating the employment contract of the President & CEO, subject to approval by the full Board of Directors.

(8) Executive Board. The Executive Board shall consist of the elected officers of the Corporation, including the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Immediate Past Chairperson. The President & CEO shall serve as non-voting member of the Executive Board. The Executive Board is authorized to act on behalf of the full Board of Directors in managing the affairs of the corporation between regular Board meetings, to the extent permitted by law and consistent with any limitations imposed by the full Board. All actions taken by the Executive Board shall be reported to the full Board at its next regular meeting and shall be subject to ratification.

C. Delegation of Authority. The Board of Directors may from time to time delegate the powers or duties of any officer to any other officer or agent, notwithstanding any provision hereof.

D. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson or to the Secretary. Any such resignation shall be effective when received by the person or persons to whom such notice is given, unless a later time is specified therein, in which event the resignation shall become effective at such later time. Unless otherwise specified in such notice, the acceptance of any such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract with the resigning officer.

E. Removal. Any officer may be removed from office at any time, either with or without cause, by the majority of the Board of Directors or by a superior officer upon whom such power of removal may have been conferred by the Board of Directors.

Article 6
Contracts, Checks and Deposits

A. Contracts. The Board of Directors may authorize in writing any officer or agent of the corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the corporation, which authority may be general or specific.

B. Deposits. All funds received by the corporation shall be deposited into the general operating fund, unless other depositories are selected by the Board of Directors. If funds are received with restrictions for specific purposes, such funds shall be deposited into the general operating fund but shall be tracked separately and used exclusively in accordance with the donor's or granting agency's designated intent. Any funds remaining at the end of the fiscal year shall be transferred to a contingency account, subject to oversight by the Board of Directors.

C. Disbursements. Upon approval of the annual budget by the Board of Directors, the Chairperson, Treasurer, and/or a designated staff member of the Corporation shall be authorized to make disbursements for accounts and expenses as provided in the approved budget, without requiring further approval by the Board of Directors.

D. Checks and Banking. All checks, drafts, or orders for the payment of money shall be signed by the President & CEO, the Treasurer, or the Chairperson. Any check in an amount exceeding Three Thousand Dollars ($3,000) shall require the signatures of at least two (2) of the authorized signatories unless prior approval has been received from the Board of Directors.

Article 7
Fiscal Year

The fiscal year of the corporation shall begin on October 1 and end on September 30 of each year.

Article 8
Indemnification

A. Indemnification. The corporation shall indemnify its directors, officers, employees, and other agents to the fullest extent permitted by applicable law; provided that, in addition to any other restrictions provided by applicable law, no person shall be entitled to such indemnification in respect of any action taken in bad faith or not in the best interest of the corporation. The corporation shall advance to any indemnified person all expenses incurred by such person, as permitted by applicable law, upon receipt of an undertaking by such person to repay said amounts if it is ultimately determined that such person is not entitled to indemnification hereunder. The indemnification rights hereby conferred shall be in addition to any other rights granted by applicable law, the corporation's Articles of Incorporation, these Bylaws, any binding agreement of the corporation or action of the directors. The rights conferred on any person by this Bylaw shall continue as to a person who has ceased to be a director, officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The corporation may purchase insurance on behalf of any person permitted to be indemnified pursuant to this Article. Any amendment or repeal of this Article shall be prospective only. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each director and executive officer to the full extent not prohibited by any applicable portion of this Article that shall not have been invalidated, or by any other applicable law.

B. Liability Insurance. The President & CEO, members of the Board of Directors, and any additional staff as designated by the Board shall be covered by a nonprofit organization liability insurance policy. The coverage amount shall be determined by the President and CEO, approved by the Board of Directors and paid for by the corporation.

Article 9
Budget, Books and Records

A. Budget Presentation and Approval. At the Executive Board meeting held in August of each year, the Treasurer shall present a proposed budget for the upcoming fiscal year to the Board of Directors and any attending members. The proposed budget shall be reviewed by the Board and submitted for approval at the September meeting.

B. Annual Budget Approval. The annual budget shall be presented to the Board of Directors and the membership at a meeting held in September and shall be approved by a vote of the Board of Directors.

C. Annual Financial Review. The financial accounts of the corporation shall be reviewed annually. A certified audit of the corporation's financial affairs shall not be required unless otherwise determined by the Board of Directors.

D. Maintenance of Books and Records. The corporation shall keep at its regular office the original or a copy of each of the following documents:

(1) Adequate and correct books and records of account.

(2) Written minutes of the proceedings of the Board and any committees of the Board.

(3) A list of all officers, directors, committee members (if any), and employees of the corporation and each such person's address and telephone number.

(4) The corporation's Articles of Incorporation.

(5) These Bylaws.

(6) The corporation's IRS determination letter (after receipt).

E. Inspection. The books and records identified in paragraph D above shall be open to inspection by the officers and directors of the corporation at any time upon reasonable notice to the corporation.

Article 10
Notices

All notices delivered pursuant to these Bylaws shall be in writing and shall be deemed to have been duly given when delivered by email or hand. Notices will be posted on the corporation's website.

Article 11
Amendments

These Bylaws may be amended or repealed and new Bylaws presented by the bylaw committee and shall be approved by the majority vote of the Board. The amendment shall be effective on the date of approval unless another date is specified by the Board.

Article 12
Governing Law

The construction and interpretation of these Bylaws shall be governed by Florida law, without reference to its conflicts of laws principles.

Article 13
Dissolution

If the corporation is dissolved by the unanimous vote of the Board of Directors, or if it ceases to function as a corporation not for profit, upon its dissolution, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed for one or more purposes and qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 purposes qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue. No part of the proceeds from the sale of assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The foregoing Bylaws were adopted by the Board by written consent or at a properly noticed Board meeting.

Prior revisions are as follows:
Originally adopted by the Board of Directors on January 29, 2009.
Revised with approval on July 29, 2013
Revised with approval on October 6, 2015 by the Board of Directors (Annual Meeting)
Revised with approval on October 11, 2015 by the Board of Directors (Annual Meeting} Revised with approval on June 2021 BOD Meeting
Revised with approval on May 2022 BOD Meeting
Revised with approval on ___________ 2025 BOD Meeting