

BYLAWS
OF
METROPOLITAN ENVIRONMENTAL TRAINING ALLIANCE (METRA)
(A Florida Nonprofit Corporation under Chapter 617, Florida Statutes (FS))

ARTICLE I

Membership

Section 1. Charter Members. The Charter Members of METRA shall consist of Orange County, Seminole County, City of Orlando, Greater Orlando Aviation Authority, Reedy Creek Improvement District and the Central District Office of the Florida Department of Environmental Protection, as attested to in the Resolution signed on April 23, 1998.

Section 2. Member(s). A Member(s) of METRA can be any organization or unaffiliated individual, including: government agencies, political subdivisions and private businesses, whether or not incorporated. A Member shall continue to be in good standing unless removed as provided in Article I, Section 7 or until they indicate disinterest or unavailability.

Section 3. Board of Directors. The Board of Directors (Board) shall consist of nine (9) Member positions (Directors). Four (4) of the Directors shall serve as Officers, as provided in Article VI. The remaining five positions shall serve as Directors-at-Large.

Section 4. Majority. The term Majority shall mean 50% plus 1, except for the purpose of electing Board Members where the person receiving the most votes shall be declared the winner.

Section 5. Membership. Membership to METRA is acquired by an Associate (Member's representative) attending meetings, serving on a committee, or assisting at training events. Members may be admitted to METRA, subject to the discretion of the Board as provided in Article I, Section 6.

Section 6. Admittance. The Board may decide to review new Members for acceptability and admit by a discretionary Majority vote.

Section 7. Removal. Any Member of METRA may be removed for acts inconsistent with the Purpose of METRA (Purpose), as stated in Section III of the Articles of Incorporation (Articles), after a review by the Board and a vote of at least 3/5 of the Members then in Good Standing.

Section 8. Associate(s). Associates of METRA shall be defined as individuals who support the Purpose as representatives of the Members.

Section 9. Active Associate(s). An Active Associate shall be defined as an Associate of a Member in good standing that has been active at three (3) or more Qualifying Events in the last 12 months. Good Standing shall mean any applicable Dues are paid in full and to date. Only Members with at least one (1) Active Associate may vote on METRA business requiring Membership action.

Section 10. Qualifying Events. Qualifying Events include attending meetings (Member or Board), attending trainings, representing METRA at outreach events, actively assisting METRA with executing an event or campaign, or demonstrating documented participation in Committee meetings. Documented assistance with a training event may count towards the Qualifying Events.

Section 11. Record of Members. The Secretary shall maintain a roster of all Members, and no organization or unaffiliated individual shall be deemed a Member until their name has been placed on such roster. Only Members with Active Associates are entitled to vote on METRA business actions. Members with Active Associates may designate an alternate Associate to vote when the Active Associate(s) are unavailable.

Section 12 Chapters. Chapters will apply to the Board for incorporation. Chapter governing documents shall be consistent with the governing documents of METRA and shall be subject to review and approval by the Board or its designated Committee.

Section 13. Policies and Procedures. All actions of METRA shall conform to furthering the Purpose. A "METRA Manual" (Manual) shall be maintained, incorporating documents that manage METRA's structure and function. Such Manual may be amended as needed by an act of the Board, as provided in Article IV, Section 4. The Manual shall be maintained by the Chair, Vice Chair or their Committee, as an Exhibit to these Bylaws. A current copy of the Bylaws will be maintained as part of the Manual. Robert's Rules of Order (Robert's Rules of Order Newly Revised, Henry M. Robert, et al) shall apply to all proceedings of METRA, except where superseded by these Bylaws.

ARTICLE II

Member Meetings

Section 1. Annual Meeting. The Annual Meeting of the Members shall be held in January each year, for the election of the Directors and the transaction of any business which may be brought before the Membership. The Annual Meeting shall be held at a location and on a date to be determined by the Board. Written notice shall be provided as required by Article II, Section 4.

Section 2. Regular Meetings. Regular Meetings of the Members for the transaction of all business necessary and incidental to the orderly performance of METRA's functions shall occur on a periodic basis, at a time and place to be set by the Chair. Written notice shall be provided as required by Article II, Section 4.

Section 3. Emergency Meetings. Emergency Meetings of the Members may be called by a Majority vote of the Board, but only for the most compelling reasons. No matters other than those specified in the written notification required by Article II, Section 4 shall be acted or voted on by the Members present at such meetings.

Section 4. Notice. Notice of Meetings will be provided via email or website posting prior to each meeting.

Section 5. Presiding Officer. The Chair of METRA, or in the Chair's absence, the Vice Chair, shall preside at all meetings. The Vice Chair's designate, or a Board Member may serve in the Vice Chair's absence.

Section 6. Member Quorum. A Majority of the Members present and entitled to vote shall constitute a Member Quorum. Members shall have one vote each in all matters before the Membership.

ARTICLE III

Board of Directors

Section 1. Number of Directors. The number of Directors shall be within the limits set forth in the Articles I, Section III, unless changed by amendment to these Bylaws.

Section 2. Election of Directors. The Board shall be elected by the Members of METRA at the Annual Meeting and shall hold office for a term of two (2) years, as provided in Article III, Section 5, except for 2019, when elections will include four (4) Directors that will be elected for one (1) year terms. The nomination and election process will proceed as provided in the Manual.

Section 3. Removal. Any Director may be removed from office at any time, with or without cause, by a Majority vote of the Board, as necessary to further the Purpose. Failure by any Director to attend three consecutive meetings without just cause may be considered grounds for removal.

Section 4. Vacancies. Vacancies on the Board shall be filled by a Majority vote of the Members, at an Emergency Meeting held to maintain the number of Directors in office at a minimum of four.

Section 5. Terms of Service. Directors shall hold two (2) year terms. Directors shall be limited to no more than two consecutive full terms, unless non-contested.

ARTICLE IV

Board Meetings

Section 1. Regular Meetings. Regular Meetings of the Board shall be held at the principal office of METRA, or at any other place in the State of Florida agreed upon by a Majority vote of the Board.

Section 2. Special Meetings. Special Meetings of the Board may be called by the Chair, alternately the Vice Chair, or by any two Board Members. Special Meetings may be held, without notice, at any time and place, upon the consent of the Board Members present.

Section 3. Notice. Notice of all Regular Meetings shall be given to each Director by the Secretary or designee, at least one day prior to the time fixed for the meeting. A Board meeting may take place via conference call or electronic video screen communication, provided that all Directors participating can hear one another.

Section 4. Board Quorum. A 2/3 count of the current Directors shall constitute a Board Quorum for the transaction of any business at Board meeting. Directors shall have one vote each in all matters before the Board. The act of a Board Quorum shall be the act of the Board, unless the law, the Articles, or these Bylaws otherwise expressly require.

Section 5. Staff and Compensation. The Board may hire and remove employees, agents or consultants upon a Majority vote of the Board. The compensation of employees, agents and consultants of METRA shall be fixed by the Board, or a Committee formed by the Board for that purpose.

Section 6. Actions in Writing. Any actions required or permitted to be taken at a meeting of the Board may be taken by a written action, without a meeting, provided that such action is approved by a Board Quorum. Such action must be recorded in the minutes of the next Board Regular Meeting.

ARTICLE V

Finances

Section 1. Management of METRA's Assets. The assets of METRA shall be held, managed and invested as authorized by a Board Quorum vote. Such authorization shall be explicitly granted in an action taken by the Board, or shall be granted through the approval of specific line items in an annual budget of METRA. Funds and Bank Accounts shall be managed as provided in the Manual.

Section 2. Conformance with GAAP. All fiscal policies and procedures of METRA shall be in conformance with generally accepted accounting principles ("**GAAP**"), except as otherwise provided in these Bylaws.

Section 3. Disbursements. All disbursements shall be prescribed in the Manual. Disbursements shall conform to furthering the Purpose.

Section 4. Tax Statements. METRA is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes: the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any tax statements or other state, federal or local financial documentation shall be prepared and filed under direction of the Treasurer. Tax audits shall be coordinated by the Treasurer.

ARTICLE VI

Officers and Committees

Section 1. Officers. The Officers of METRA shall be a Chair, Vice Chair, Secretary, and Treasurer. The offices of Secretary and Treasurer may be combined in one individual. The immediate past Chair shall serve as a non-voting, associate of the Board of Directors in addition to the elected Board of Directors. The officers shall be elected from among Active Associates and shall serve as the remaining Directors on the Board until end of term, resignation, removal, disqualification, or death.

Section 2. Removal. Any Officer may be removed from office at any time, with or without cause, by a Majority vote of the Board. Failure by any Officer to attend three consecutive meetings without just cause may be considered grounds for removal.

Section 3. Additional Officers. The Board shall elect or appoint such additional Officers that further the business of METRA.

Section 4. Vacancies. The Board shall fill any Officer vacancies by a Majority vote of the existing Board. The Vice Chair shall become the Chair automatically and serve in such office for the remainder of the term, if the office of Chair becomes vacant. The Secretary shall become the Chair in the event that the Vice Chair cannot serve. The Treasurer shall become the Chair in the event the Secretary cannot serve. Any Officer appointed or elected by the Board to fill such vacancy shall serve only until such time as the unexpired term of their predecessor shall have expired, unless reelected by the Members.

Section 5. Chair. The Chair shall have responsibility for the general supervision and operation of METRA and shall preside at METRA meetings.

Section 6. Vice Chair. The Vice-Chair shall preside during the absence of the Chair, facilitate meetings as requested, coordinate Committee activity, and assume other duties as specified by the Board.

Section 7. Secretary. The Secretary shall keep and maintain a full and complete set of non-financial records of METRA. The Secretary shall accurately record minutes and decisions at Board meetings and attendance for all Board and Member

meetings. Drafts will be sent to Board members for review and requested changes will be incorporated into the official record. In the Secretary's absence, the Chair will designate another Director to record attendance and meeting notes and provide the record to the Secretary. The Secretary shall coordinate general correspondence for METRA. The Secretary shall also preside at METRA meetings during the absence of the Chair and Vice Chair. The Secretary shall ensure transition of all non-financial records to the next Secretary in an organized fashion at the end of their term.

Section 8. Treasurer. The Treasurer shall keep and maintain a full and complete set of financial records of METRA. The Treasurer shall receive, deposit, and disburse METRA funds in coordination with Board or their designee. The Treasurer shall also manage vouchers and receipts. The Treasurer shall assume responsibilities for the preparation of all financial documents, including required financial reports (the annual 501 c (3) report) and tax statements. The Treasurer shall serve as the METRA Registered Agent and maintain corporate records filed under Chapter 617, FS. The Treasurer shall ensure transition of all financial records to the next Treasurer in an organized fashion at the end of their term.

Section 9. Committees. The Board may designate one or more Committees to carry out the Purpose, as provided in the Manual. These Committees shall be staffed at the direction of the Vice Chair and may be modified as needed. Committees shall not have the authority to do the following:

- (a) Dissolve, merge, or consolidate METRA;
- (b) Amend the Articles;
- (c) Sell, lease or exchange METRA property;
- (d) Designate any such Committees, or fill Board;
- (e) Amend or repeal the Bylaws, or adopt new Bylaws;
- (f) Amend or repeal any act of the Board.

ARTICLE VII

Books and Records

METRA shall keep correct and complete books and records of account; and shall also keep minutes of the proceedings of its Members, Board and Committees having any of the authority of the Board; and shall keep at the registered or principal office a record giving the names and addresses of the Members, and their Associates, including an accounting of those deemed Active Associates over the past 12 months.. **All records shall be retained for at least three years (with the exception of election ballots, which shall be retained as provided in the Manual).** All books and records of METRA may be inspected by any Member, Associate, or their agent or attorney for any proper purpose at any reasonable time. Full or partial copies of meeting and financial records shall be furnished to Associates upon request, subject to payment of reasonable duplication expenses by the Associate(s) requesting such copies.

ARTICLE VIII

Fiscal Year

The fiscal year of METRA shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

Dues

Section 1. Annual Dues. The Board may determine at any time the amount of initiation or annual fee, payable to METRA by Members.

Section 2. Payment of Dues. Dues shall be payable by January first in each fiscal year. Dues of a new Member, if imposed; shall be prorated from the first day of the month in which such new Member is elected to membership, or such new Associate becomes associated with METRA, for the remainder of the Fiscal Year.

Section 3. Default and Termination of Membership. Membership may be terminated by the Board as provided in Article I, Section 7 when any Member defaults in the payment of Dues for a period of 90 days from the beginning of the fiscal year, or date on which such Dues became payable.

ARTICLE X

Seal

The seal of METRA shall be a logo in the form and style adopted by the Board.

ARTICLE XI

Amendments

These Bylaws may be amended, altered or rescinded and new bylaws adopted by a Majority of the Members present at any Meeting; if at least ten (10) calendar days' written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XII

Indemnification

METRA shall indemnify and hold harmless an Officer, Director, or Committee Member; for all liabilities in the connection with any proceeding involving the Officer, Director, or Committee by reason of their having been such Corporation Officer, Director, or Committee Member to the full extent permitted under the laws of the State of Florida.

Exhibit

METRA Manual