

BY-LAWS OF  
FRIENDS OF BAHIA HONDA STATE PARK, INC.

AMENDED FEBRUARY 15, 2017

ARTICLE I

NAME AND LOCATION

Section 1: The name of this Corporation is FRIENDS OF BAHIA HONDA STATE PARK, INC. (Corporation)

Section 2: The principal place for the transaction of the business and affairs of the Corporation shall be in Monroe County, Florida, or at such other locations as determined by the Board of Directors and the principal office for the transaction of its business and affairs shall be at such place as designated by the Board of Directors.

ARTICLE II

PURPOSE AND OBJECTIVES

The particular business and objectives of the Corporation are as follows:

1. To act as a non-profit corporation which will function as a citizen support organization, as such organization is defined and regulated by the Florida Department of Environmental Protection. The corporation's function is to generate and employ additional resources and support for and in the best interests of Bahia Honda State Park. This will be done through, among other events and activities, such as the following: special work projects, special programs, special events, outreach programs, educational activities, guided tours and communications, special exhibits, interpretive programs, fundraising activities and events, as well as those activities or events which are designed to meet the additional areas of park needs identified by the Division of Recreation and Parks or the Park Manager of Bahia Honda State Park.
2. Generally to do all things and transact all business which any person or individual may lawfully do, not inconsistent with the rights and purposes of non-profit corporation. Provided, however, the Corporation shall not engage in any activities prohibited under Chapter 617, Florida Statutes, including, without limitation, those activities expressly prohibited under section 617.085, Florida Statutes.
3. The purpose of this Corporation is to act as a corporation non-profit under the laws of the State of Florida with no view to pecuniary gain or profit to its members and with no part of the income to be distributable to its Members, Directors or Officers.

4. The Corporation shall be non-discriminatory, non-partisan, non-sectarian, and shall not sponsor or support any legislative activities, positions, candidates or functions.

## ARTICLE III

### OWNERSHIP

Certificates of Membership. The Corporation shall not issue shares of stock but membership in the Corporation shall be evidenced by a certificate of Membership which shall contain the statement, printed prominently upon the face of the Certificate, that the Corporation is a non-profit corporation. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to the Corporation's Incorporator, Members, Directors or Officers, except in accordance with the provisions of Chapter 617, Florida Statutes, and the rules of the Internal Revenue Code with respect to a 501(c)(3) organization.

## ARTICLE IV

### FISCAL YEAR AND CORPORATE SEAL

Section 1- Fiscal Year and Term of Existence. The fiscal year of the Corporation shall be the calendar year. The period of its existence shall be perpetual.

Section 2- Corporate Seal. The Board of Directors shall provide a suitable corporate seal, which will be in circular form, embossing in nature and stating "Corporate Seal," "Florida," year of incorporation, the name of the Corporation and the non-profit status of the Corporation.

## ARTICLE V

### MEMBERSHIP

Section 1- Members. Members shall consist of any individual or business entity

Section 2- Enrollment. The Corporation shall keep true and accurate Membership Records listing the names and addresses of all Members. The Membership Records shall be kept at the principal office of the Corporation. All Members must immediately notify the Secretary of the Corporation in writing of any change in address.

Section 3- Termination of Membership. Membership in the Corporation shall be terminated in any one of the following manners:

- a. By voluntary written resignation accepted by the Board of Directors
- b. By resolution of the Board of Directors, without cause. Such resolution shall be adopted by a majority vote at a regular or special meeting of the Board at which a quorum is present.
- c. By expulsion for any violation of these By-Laws, or failure to pay the annual dues, or any rules or regulations adopted by the Corporation as determined by a majority vote at a regular or special meeting of the Directors at which a quorum is present.
- d. By voluntary or involuntary dissolution of the Member if the Member is a corporation, firm or other business entity.

Upon termination of Membership, all right, title and interest which a member may have had or acquired in the Corporation shall immediately cease, including, without limitation, the right to vote and otherwise participate in the Corporation. Notwithstanding the foregoing, before any Membership shall cease against a Member's will, he/she shall be given an opportunity to be heard by the Board of Directors in person or writing.

Section 4- Effect of Termination. Termination of a Member for any reason shall not relieve that Member as to any existing financial obligation owed by that Member to the Corporation.

Section 5- Corporation and Other Business Entities. Should any Member of the Corporation be a partnership, association, or corporation, it shall designate in writing the name of the person authorized to represent it in its relations with the Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each Member of the Corporation shall have but one representative.

Section 6- Membership Not Transferable. Except as otherwise provided herein, membership is not transferable or assignable.

Section 7- Reinstatement. Any Member having been terminated and wishing again to become a member may be reinstated at any time by action of the Board of Directors, upon receipt of written application for such reinstatement, the advance payment of any dues or other financial obligations for the period in which such reinstatement becomes effective, with a showing satisfactory to the Board of Directors that the default which was the basis for the termination has been suitably corrected.

Section 8- Good Standing. No Member shall be considered to be in good standing if it is determined, by a majority vote at a meeting of the Board of Directors at which a quorum is present,

that he/she is delinquent in any of his/her financial obligations to the Corporation, to include payment of annual dues.

Section 9- Rights. No Member shall have any vested right, interest of privilege of, in or to the assets, functions, affairs or franchises with the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue is his/her Membership ceases, or while he/she is not in good standing.

Section 10- Honorary Members. The board may, at its discretion, approve honorary members to assist in the activities of the Corporation. These individuals are non-annual dues paying members. These members enjoy the rights & benefits of paying members, but do not have the right to vote on corporate matters.

## ARTICLE VI

### FUNDS

Section 1- All monies received by the Corporation shall be used and administered for the purposes set forth in Article II of the Articles of Incorporation of the Corporation, and the By-Laws, as the Board of Directors may from time to time determine. All determinations of the Board of Directors concerning the expenditures of funds so held for the members shall be final and conclusive.

## ARTICLE VII

### MANAGEMENT

Section 1- Management by Board of Directors. The business and property of the Corporation shall be managed by a Board of Directors.

Section 2- Board Membership. The size of the Board of Directors shall be determined by the Board, provided that the number of Directors shall never be less the 5 and no more than 15. From time to time the Board of Directors may approve ex-officio members of the Board of Directors to serve as non-voting members. This group may be made up of community organization representatives, Honorary Members and Advisory Council Members. The Advisory Council may be comprised of former Executive Committee Members and former Committee Chairs.

Section 3- Powers of the Board of Directors. The Board of Directors shall have control and management of the affairs of the Corporation with the authority to engage and discharge employees and agents of the Corporation, fix salaries, admit, suspend or expel members, create and appoint committees, and to do everything necessary and desirable in the conduct of the business of the Corporation, and in accordance with these By-Laws.

Section 4- Quorum. Except as may be expressly provided otherwise in these By-Laws, a majority of the Directors shall constitute a quorum for the transaction of all business at any meeting of the Board of Directors and affirmative vote of a majority of the Directors constituting such a quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these By-Laws.

Section 5- Agreements. The board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority shall be general or confined to specific instances. Unless so Authorized by the Board of Directors, no officer, agent or other person shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 6- Approval of Expenditures.

- (a) Two officers of the Board of Directors shall independently approve the expenditure of all sums of all monies from the funds of the Corporation, provided, however, that it may authorize a revolving fund as a petty cash fund of no more than One Hundred Dollars (\$100.00) for a series of small expenditures by the Treasurer prior to approval but subject to ratification for proper corporate purposes. Monthly statements of receipts and expenses shall be reviewed and approved by the Board of Directors at its regular meeting.

Section 7- Designation of Depositories. The Board shall designate the bank or banks for depository and drawing purposes.

Section 8- Term. The term of office of the Directors of the Corporation shall be as follows:

- (a) The Directors shall serve no more than two(2) consecutive two(2) year terms, provided that the Board Member may be eligible for reappointment to the Board after one(1) year absence.
- (b) From time to time, the Board of Directors may be elected for a shorter term in order to stagger the terms of the Directors.
- (c) Officers shall be elected for one year terms by the board of Directors. Any year that a Board Member serves as an Officer of the Board will not count toward the six year( two terms) of maximum service pursuant to Section 8(a). If the maximum service is exceeded, the officers one year absence from Board membership shall begin as of the Annual Meeting following his/her resignation of title. A president of the Board may serve for one full year as Immediate Past President following his/her term as President.
- (d) To be nominated for the position of president, an individual must have completed one year of service as an elected officer of the FOBHSP Board of Directors.

A Directors term shall end on the expiration of same or until such time as a successor is elected and/or until earlier resignation, death or removal. Directors shall be elected by written ballot submitted to the Membership or by and annual or special meeting of the membership called for such purpose.

Section 9- Voting. Each Member of the Board of Directors shall possess one(1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 10- Removal of Directors. Any Director may be removed from office by majority vote of the Membership at any meeting of the membership of the Corporation. Notice of the proposed removal of a Director must be given to such Director prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal.

Section 11- Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation or removal of a Director shall be filled by the appointment of remaining Members of the Board. Such appointee shall serve during the unexpired term of the Director whose position has become vacant, plus an additional one year term at the Board of Directors option.

Section 12- The Board of Directors may authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against a present or former director, officer or employee of the Corporation in an action brought by a third party against such person (whether or not the Corporation is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer, or employee, or by the Corporation or by both; provided the Board of Directors determines in good faith that such director, officer or employee was acting in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he reasonably believed to be in the best interest of the Corporation or its Members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.

Section 13- notice, Time and All of Meetings. The Annual Meeting of the Board of Directors will be held without notice immediately after the Annual Meeting of the Members. Written notice of the time and place of Special Meetings of the Board of Directors will be given to each Director by personal delivery, first class mail, fax or e-mail at least two(2) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any Director who signs a Waiver of Notice either before or after the meeting. Attendance of a Director at a meeting will constitute a Waiver of Notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because that meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of Regular or Special Meetings of the Board of Directors need be specified in the Notice or Waiver of Notice of such meeting. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of the adjournment.

The Board of Directors shall meet quarterly or more frequently as determined by the Board from time to time. Meetings of the Board of Directors may be called by the President of the Corporation or two (2) directors.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence, in person at a meeting.

Section 14- Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a Committee thereof, may be taken without a meeting if a consent in writing or other verbal communication, setting for the action so to be taken, approved by all the Directors, or all the Members of the Committee, as the case may be, is filed in the Minutes of the proceedings of the Board or of the Committee. Such consent will have the same effect as a unanimous vote.

## ARTICLE VIII

### OFFICERS

Section1- Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors at the Annual Meeting of the Board. They shall be known as the Executive Committee. The Board may appoint such other officers as they deem necessary.

As per Section 1.8 of the Florida CSO Handbook, a spouse, relative, or dependent who resides with a park employee cannot serve as a CSO officer (President, VP, Secretary, Treasurer, etc.), with that park's CSO. However, these family members can serve as a board member or officer of a different park's CSO.

Section2- Removal. Officers shall serve for a period of one(1) year or until such time as a successor is elected and/or until earlier resignation, death or removal: Any Officer elected or appointed may be removed by majority of the Board of Directors if in their judgment the best interests of the Corporation will be served thereby.

Section 3- Vacancies. A vacancy occurring in any office may be filled by the board of Directors. An Officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 4- President. The President shall be Chairman of the Executive Committee and, as such, shall be the first Executive Officer of the Corporation. He/she shall preside over all meetings of the Board, the Executive Committee and the Members. He/she shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board or the Executive Committee are carried into effect. He/she shall be an ex-officio member of all standing committees, shall have power to fix the time and place of the meetings of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a non-profit corporation.

Section5- Vice President. The Vice President shall assist the President in the discharge of his/her duties as required and shall preside in all meetings and perform the duties of President in the absence or disability of the President or in the event said office becomes Vacant by death, resignation or any other reason. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors.

Section 6- Secretary. The Secretary shall attend all meetings of the Members, the Board of Directors, and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. He/she shall safely keep in his/her custody the seal of the Corporation and shall have

authority to affix the same to all instruments where it use is required. He/she shall give all notices as required by statute, by-law or resolution. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors.

Section 7- Treasurer. The Treasurer shall have custody of all corporate funds and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements; he/she shall deposit all monies and other valuable effects in the name of the Corporation or other designated member of the Executive Committee. He/she shall render to the Directors at the meetings of the Board an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be ex-officio member of any committee of the Corporation empowered to commit funds of the Corporation. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors.

Section 8- Sargent at Arms. The Sargent at Arms will attend all meetings and maintain order and decorum among the members and all persons present at a meeting. He/she shall perform such other duties as delegated to him/her by the Board of Directors.

## ARTICLE IX

### COMMITTEES

The following shall be the Standing Committees of the Board of Directors.

- Executive Committee
- Budget/Finance/Audit Committee
- Board Development/ Governance Committee
- Marketing/Public Relations Committee
- Cultivation and Events Committee
- Membership Committee

Appointment of Committee Chairs and members shall be made by the President prior to the first regular meeting following the Annual Meeting. Each Committee Chair shall present a report of accomplishments for the previous year and strategic objectives for the following year at the second regular Board meeting following the Annual Meeting.

Other temporary project related committees may be formed by the President from time to time as deemed appropriate.

## ARTICLE X

### MEETINGS OF THE MEMBERS

Section 1- The Annual meeting of the Members of the Association shall be held in January at such time and place as the Board of Directors may designate. Business transacted at said meeting will include the election of the Directors, along with the transaction of other business.

Only members in good standing as of December 1 of the previous calendar year may vote for the election of officers at the January annual meeting.

Section 2- Special Meetings. Special Meetings of the Members may be called by the President or by the Board of Directors, at such time and place as the persons calling the meeting shall designate.

Section 3- Notice of Annual Meetings. Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for the meeting is called, shall be delivered not less than ten(10) nor more than thirty(30) days, before the date of the meeting, to each Member entitled to vote at such meeting.

The Board of Directors may designate another date, time and place for the Annual Meeting of the Corporation, in which event written notice of such revised time and place of meeting shall be given by the Secretary to each Member at least twenty(20) days in advance.

Section 4- Quorum. A quorum for the transaction of business at a meeting of Members shall be a majority of the members in good standing present. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members. Each Member shall be entitled to one (1) vote.

Section 5- Action of Members Without a Meeting. Any action which may be taken at any Annual or Special Meeting of the Members may be taken without a meeting, without prior notice, and without a vote of consent in writing, setting forth the action so taken, shall be signed by the number of Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted.

## ARTICLE XI

### NOTICES

Section 1- Notice. All notices required by law or by these or by present or future rules and regulations of the Corporation given to any Member or Officer or the Corporation shall be in writing and shall be given:

- (1) By delivery of the notice to the Member personally, or
- (2) By delivery by first class mail addressed to the Member or Officer at his/her address as it appears on the records of the Corporation; with postage thereon prepaid, or

(3) By email or facsimile transmission.

A statement signed by the Secretary to the effect that such notice has been given in one of the above mentioned forms shall be sufficient evidence of the delivery of said notice.

Section 2- Waiver of Notice. Whenever any notice whatsoever is required to be given under law or under the provision of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XII

### AMENDMENTS

Section 1- Amendment. These By-Laws may be repealed, amended or altered, or new By-Laws may be adopted by two-thirds (2/3) vote at any meeting of the Directors.

## ARTICLE XIII

### INTERPRETATION OF BY-LAWS

Section 1- Construction. In case of any doubt or difference of opinion in the construction of these By-Laws, it shall be the duty of the Board of Directors to determine the construction thereof and its decision, subject to the applicable law, shall be final.

Section 2- the Members shall be bound by and conform to all of these By-Laws, as they exist at the time of their joining the Corporation, or as they may thereafter be changed or amended.

Section 3- Roberts Rules of Order shall govern all meetings

## ARTICLE XIV

### PROXIES

Section 1- A Member may vote either in person or by proxy provided that any and all proxies are executed in writing by the Member or his duly authorized attorney-in-fact. No proxy will be valid after the duration of eleven (11) months from the date thereof unless otherwise provided in the proxy.

Section 2- All proxies must be displayed to the Secretary of the Corporation at the meeting at which they are employed and the proxies are to be recorded in the Minutes.

Section 3- No agreement between Members shall effective to bind the Corporation.

Section 4- There shall be no proxies of Directors

## ARTICLE XV

### DISSOLUTION

Dissolution of the Corporation may be accomplished as provided in Section 617.1402, Florida Statutes.

## ARTICLE XVI

### FRIENDS OF BAHIA HONDA STATE PARK INC.

#### CONFLICT OF INTEREST POLICY

It is recognized that Citizens Support Organization Boards are made up from members of the community. As a result, there will be times when the board makes business decisions that may relate to one or another or a board members business.

Chapter 617.0832 of the Florida Statutes states that any board member of a non-profit organization must disclose any conflict of interest he or she may have when any vote is taken. The law does not preclude board members from having a potential conflict, but it does require disclosure of the conflict to the board and/or members entitled to vote, when a vote or other transaction takes place. If the members of the board are not aware of the conflict, then the action can be held to be void.

It shall be the policy of this Board that any and all Board Members disclose any conflict or potential conflict of interest that may arise in conducting business with the Board. If a conflict of interest does in fact exist, the item will be discussed by the board to determine if the contract or transaction is fair and equitable to all parties. If there is a potential for a conflict, the Board Member shall abstain from voting on the matter before the board. The item must pass the vote by majority of the quorum present, not including the Board Member who abstains.

## ARTICLE XVII

### REQUEST FOR CORPORATE DOCUMENTS

Section 1- Under the Freedom of Information Act, or any Florida Statute, should anyone request copies of the Corporation's records, there will be a \$41 per hour, or fraction of an hour, charge as per IRS guidelines, with an additional fee of \$0.20 per page.

Approved by the Board of Directors on \_\_\_\_\_