

# **Bylaws of the Friends of Emerald Coast State Parks Inc.**

**(As revised October 19, 2008)**

This revision supersedes any previous document.

## **Article I Name and Location**

Section 1 - The name of this corporation is Friends of Emerald Coast State Parks, Inc., ("corporation") hereinafter "Friends".

Section 2 - The principal place for the transaction of the business and affairs of the corporation shall be Okaloosa County, Florida, or at such other location 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.

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## **Article II Purpose and Objectives**

The purpose, particular business and objectives of the corporation are as follows:

Section 1 - To act as a non-profit corporation which will function as a citizen support organization (CSO), as such organization is defined and regulated by the Florida Department of Environmental Protection or other agency which comes to substitute it, in order to generate and employ additional resources and support of and in the best interests of Henderson Beach State Park and Fred Gannon Rocky Bayou State Park, among other events and activities, the following: special work projects, special programs, special events, outreach programs, aid to other CSO's, educational activities and communications, special exhibits, interpretive programs, fund - raising activities to seek additional funds to augment the state parks' existing funding in order to maintain, enhance, and expand the parks' services to the public.

Section 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 a 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 617.0505, Florida statutes.

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## **Article III Membership and Dues**

Section 1 - Membership in Friends is available to those persons who support the objectives and goals of the organization, complete a membership application, and pay annual membership dues. No person shall be denied membership in Friends based on age, race, color, sex, religious creed, national origin, or educational background. The members of Friends have the privilege of voting on motions before the membership, joining committees, and participating in all Friends activities.

Section 2 - Various classes of membership are available in Friends: Trailblazer, Explorer, Woodsman, Patron, Family, Individual and Student. The board of directors has the authority to determine the classes of membership and the dues schedule.

- A. Student membership is for any full-time student (12 credit hours or more) at an accredited university, college, community college, high school or vocational-technology institution.
- B. Family membership entitles all members of the immediate family to participate in the activities of Friends. The family will designate one adult member as the voting member.
- C. Corporations and businesses in any class of membership will designate one individual as the voting member.
- D. Honorary membership: the board and membership can nominate any non-member for exemplary service to the state parks as an honorary member. Honorary members will be non-voting members with all other privileges of a regular membership.
- E. Membership is not transferable. A membership is for one year and shall be renewed annually on the anniversary of the original membership.

Section 3 - Termination of membership. Any persons who do not pay dues by the annual renewal date will forfeit their memberships. The board of directors of Friends may, by majority vote, terminate the membership of any person or group that violates the rules and purposes of Friends. If the member in question objects, no such termination of membership shall be made without a hearing on the matter by the board of directors to which the person or group shall be invited and be entitled to present their case.

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## **Article IV Membership Meetings and Quorum**

Section 1 - Regular meetings. Regular meetings shall consist of quarterly meetings of the general membership and shall be held on the second Thursday of the first month of each quarter (January, April, July and October.) The election of the board of directors will be held during the general membership meeting in April of each year. Members of the board and all committee chairmen shall meet on the first Thursday in March of each year for the annual review of the accomplishments for the year. On the first Thursday of June, the new board will meet to discuss the annual report and to plan for the new year. The results of these meetings will be used in preparing the annual report as well as the schedule of activities for the upcoming year. If any of the required meetings falls on a legal holiday, the meeting may be rescheduled by the president.

The board of directors may designate another date, time and place for the general meetings of the corporation, in which event written notice of such revised time and place of meeting shall be mailed or emailed by the secretary to each member at least (10) days prior to such meeting.

Section 2 - Special meetings. A special meeting of the general membership (other than the quarterly meeting) may be called by a majority of the board of directors or by 20% of the general membership. The request for a special meeting shall include a statement of the purpose of the meeting, topics to be discussed, and the time and place of the meeting. At least ten (10) days

should be allowed prior to the meeting date to allow notification of the membership.

A special meeting of the board of directors may be called by the president or any member of the board of directors.

Section 3 - Quorum. The number of voting members present at any Friends general membership meeting will be considered sufficient to conduct business and voting. However, a vote of two-thirds of the voting membership present is required to change these bylaws.

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## **Article V Board of Directors**

Section 1 - Management by board of directors. The business and property of the corporation shall be managed by the board of directors, consisting of not fewer than five or more than fifteen members, but must always be an odd number. In the event there is a vacancy on the board, the President will not vote except in case of a tie. All members of the corporation are encouraged to attend meetings of the board of directors and will be considered "exofficio" members of the board. The preceding year's president will automatically be a member of the board. A representative of the Florida Park Service may sit as an advisor to the board and membership, but will not be a voting member of the board or membership. Any person who is not a CSO member must have prior approval of the president or of the executive board before attending any board meeting.

Section 2 - Power 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 do everything necessary and desirable in the conduct of the business of the corporation, and in accordance with these bylaws.

Section 3 - Quorum. Except as may be expressly provided otherwise in these bylaws, over half of the total number of directors shall constitute a quorum for the transaction of all business at any meeting of the board of directors. An affirmative vote of a majority of the directors constituting such quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these bylaws.

Section 4 - Agreements. The board of directors may authorize an 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 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 5 - Approval of expenditures. The board of directors shall approve the expenditure of all sums of all monies from the funds of the corporation. The board of directors has the authority to decide the amount of a check or disbursement which requires two (2) board - authorized signatures, at least one of which shall be that of the president, vice president or treasurer.

Section 6 - Designation of depositories. The board shall designate the bank or banks for depository and drawing purposes.

Section 7 - Term. The term of office of the directors of the corporation shall be as follows:

A. Each director shall serve for a term of two (2) years;

B. One-half of the initial board or the board at the time of adoption of these bylaws shall serve for two years and one-half shall serve for one year. In the event of an odd number of directors on the first board or board at adoption of these bylaws, the additional director shall serve for two years.

C. Directors shall be elected by written ballot submitted to the membership or by an annual special meeting of the membership called for such purpose. Directors shall be elected by a majority vote of a quorum of the members.

Section 8 - 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. All resolutions must be voted on either at a meeting of the board, by conference call, or by email as outlined in section 12 of this article.

Section 9 - Removal of directors. Any director may be removed from office by an absolute 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 10 - Vacancies. Any vacancy occurring on the board of directors by reason of death, resignation or removal of a director may be filled by the board of directors. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of their predecessor in office.

Section 11 - The board of directors may authorize the corporation to pay expenses incurred by, or to satisfy a judgment or fine 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 part 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 they reasonably believed to be the scope of their employment or authority and for a purpose which they reasonably believed to be in the best interest of the corporation or its members. Payments authorized hereunder include amount paid and expense incurred in settling any such action or threatened action.

Section 12 - Notice. Regular board meetings in addition to the annual meeting may be established by the action of the board of directors. No additional notice of such regular meetings will be required.

Members of the board of directors may participate in a meeting of such board by means of a telephone conference call or by electronic means, in a way that all persons participating in the meeting can communicate with each other at the same time or within a given framework of time. Using electronic means, primarily email, the relevant email will be sent to all members and replies by all members will go to all members. The email will have a suspense date and time, requiring any response by that time. Participation by such means shall constitute presence in person at a meeting.

Section 13 - Nominations for board. The executive committee shall act as the nominating committee and will prepare a proposed slate to present to the membership at the annual general meeting and election. Nominations will be accepted from the floor, as well.

Section 14 - The fiscal year for Friends shall begin on July 1.

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## **Article VI Officers**

Section 1 - 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 a brief meeting immediately following the annual general membership meeting and election of directors. They shall be known as the executive committee. The board may appoint other officers as they deem necessary. The executive committee may meet as often as deemed necessary by the committee.

Officers may hold the same office for not more than two consecutive terms. Under special circumstances, the membership of the board of directors may waive the two-term-only restriction by a majority vote at the election.

Section 2 - 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 an absolute 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 their 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, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a non-profit corporation.

Section 5 - Vice President. The vice president shall assist the president in the discharge of the

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 for any other reason.

Section 6 - Secretary. The secretary shall attend all meetings of the members and of the board of directors. He/she shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He/she shall safely keep the seal of the corporation and shall have authority to affix the same to all the instruments where its use is required. He/she shall make out an order of business previous to each meeting for the use of the president, and have at each meeting, a list of all standing committees as are in existence at the time, as well as the bylaws of the organization and minutes. He/she will prepare the annual report of the corporation, send out proper notices of all called meetings and of other meetings when necessary, and conduct the correspondence of the corporation. He/she will maintain an accurate role of the members of the corporation as well as the clerical files of the corporation.

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 in such depositories as may be designated for that purpose by the board of directors. The treasurer shall render to the directors at the meeting of the board an account of the financial condition of the corporation and, whenever requested, an account of all financial transactions. The treasurer shall be an ex-officio member of any committee of the corporation empowered to commit funds of the corporation. The treasurer will prepare (or contract to be prepared as is required by the state) all financial reports and/or returns.

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## **Article VII Committees**

Standing committees shall include: membership, hospitality, interpretive, historical, publicity/public relations and concession. The committees may be subdivided and/or changed by the board of directors as needs of the corporation demand. Each standing committee chair shall report to a member of the board of directors.

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## **Article VIII Amendment**

Amendment: These bylaws may be repealed, amended or altered or new bylaws may be adopted by a two-thirds (2/3) vote of the membership present at any General Membership meeting.

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## **Article IX Interpretation of Bylaws**

Section 1 - Construction. In case of any doubt or difference of opinion in the construction of the bylaws, 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 conformed to all of these bylaws, as they exist at the time of their joining the corporation, or as they may thereafter be changed or amended.

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**Article X  
Organizational Policy**

Section 1 - The articles of incorporation of Friends places restrictions on individual activities. For a complete description of those restrictions, please refer to the articles of incorporation. A member of Friends may be identified or operate as such in commercial endorsement only in a publication of Friends and/or in connection with fund raising activities of Friends. No member of Friends may be identified as such for personal gain.

Section 2 - Execution of instruments. All contracts or instruments shall be executed in the name of Friends of Emerald Coast State Parks, Inc., by two of the following: president, vice president or treasurer.

Section 3 - Dissolution of Friends of Emerald Coast State Parks, Inc. In the event of dissolution of Friends of Emerald Coast State Parks, Inc., its assets and property shall be dispersed in accordance with the articles of incorporation. Dissolution of the corporation may be accomplished as provided in section 617.1402, et.seq., Florida statutes.

**These amended bylaws of Friends of Emerald Coast State Parks, Inc. were approved unanimously by the membership October 19, 2008.**

Signed:

President\_\_\_\_\_

Myra Rhodes, President

Secretary\_\_\_\_\_

Robin Stiles, Secretary