

BYLAWS OF THE
FRIENDS OF THE CRYSTAL RIVER STATE PARKS, INC.,
A NON-PROFIT FLORIDA CORPORATION, CITIZENS SUPPORT ORGANIZATION

Article I

Definitions

“Corporation” means Friends of the Crystal River State Parks, Inc.. ”Executive Committee” means Officers of the Corporation. “Board” means the Board of Directors. “Director” means a member of the Board of Directors.

Article II

Purpose

The purpose of the organization is to provide recognition and foster grassroots support, to promote awareness, to preserve the cultural, historical and archaeological resources. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold, invest, and administer, in its own name, securities, funds, objects of value, and other property, real or personal; and make expenditures and distributions to or for the benefits of the properties under management of the Florida Department of Environmental Protection, Division of Recreation and Parks, namely the Crystal River Archaeological State Park, Yulee Sugar Mill Ruins Historic State Park, Crystal River Preserve State Park, and other properties under the jurisdiction of the Parks Manager.

Article III

Principal Office

The principal office of the Corporation shall be located at:

Crystal River Preserve State Park
3266 North Sailboat Avenue
Crystal River, Florida 34428
352-563-0450

Article IV

Members

1. **General:** The Corporation shall be composed of individuals or groups (families, schools, businesses, or organizations) who are interested in the objectives of the Corporation. The Corporation shall provide equal membership and employment opportunities to all persons.

2. **Membership:** The Board of Directors shall establish and define categories of membership and the dues, rights and privileges that accompany each category. Two or more persons utilizing the same mailing address and paying only one membership fee shall be entitled to only one vote. Honorary members shall not be required to pay membership fees and are entitled to one vote. No proxy voting shall be permitted. A member in good standing is defined as a member that pays the minimum yearly dues. The Secretary will maintain a current membership database.
3. **Membership Categories:**
 - Student (one vote)
 - Individual (one vote)
 - Family (one vote)
 - Corporation/Business (one vote)
 - Lifetime (one vote)
 - Honorary (one vote)
4. **Termination of a Member:**

Membership in the Friends of the Crystal River State Parks, Inc. shall be terminated by one of the following manners:

 - (a) By voluntary written resignation.
 - (b) By resolution of the Board, without cause. Such resolution shall be adopted by a 2/3 majority vote at a regular or special meeting of the Board.
 - (c) By expulsion for any violation of these bylaws, or any rules and regulations adopted by the Corporation as determined by a 2/3 majority vote at a regular or special meeting of the Board of Directors;

If the member is terminated, the Secretary shall record the termination in the membership database and inform the member.

Any member having been terminated and wishing again to become a member may be reinstated at any time by action of the Board, upon receipt of written application for such reinstatement.

Article V

Membership Meetings

1. **Annual Meeting:** The Annual Meeting of the membership of the Corporation will be held in October of each calendar year. At the Annual Meeting the voting Members will vote on the candidates for the Board of Directors. Members may vote and/or make nominations for the Board of Directors. The new Board will vote on the Officers for the coming term after the closing of the annual meeting. Notice of the Annual Meeting and the agenda shall be mailed, faxed, or e-mailed to all members by the Secretary at least fourteen (14) days prior to the meeting.

2. **General Meetings:** Regular, general meetings of the organization shall be held quarterly at a time and place designated by the President. Meetings are open to all members.
3. **Board and Executive Committee Meetings:**
 - A. Regular Board Meetings of the Corporation shall be held at least quarterly at a time and place designated by the President or majority of Board Members. Voting at these meetings is limited to the members of the Board. Meetings are open to the public. Minutes of previous meetings and agenda for the current meeting shall be mailed, faxed, or e-mailed by the Secretary to the Board of Directors at least seven (7) days prior to the meeting and available to other members upon request.
 - B. Executive Committee meetings shall be held at the call of the President.
4. **Other Meetings:** Other meetings of the membership may be called and held at the request of the President, two-thirds (2/3) of the membership, or a majority vote of the Board of Directors. Notice of this meeting and agenda shall be mailed, faxed, or e-mailed to all members at least seven (7) days prior to the meeting by the Secretary.
5. **State of the Parks Address:** The Parks Manager(s) shall give a presentation concerning the status of the Parks at the Annual Meeting.
6. **Notice:** The Secretary shall, orally, or by mail or electronically, notify all members of any membership meetings at least seven (7) days prior to the membership meeting. The Secretary shall make available the minutes of the previous membership meeting and the current agenda.
7. **Quorum:** At General, Board, Executive Committee and other official meetings, a simple majority shall constitute a quorum for the purpose of conducting the business of the Corporation.
8. **Order of Business:** The order of business of all meetings of the Corporation shall be as follows:
 - a. Determination of a quorum as set forth in Article V, Section 7
 - b. Approval of minutes of previous meeting
 - c. Presentation and consideration of reports of Officers, Directors, and Standing Committees
 - d. Review Budget
 - e. Unfinished Business
 - f. New Business
 - g. Adjournment
9. **Procedure:** The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid out in The New Robert's Rules of Order shall govern all deliberations, when not in conflict with these bylaws.

10. **Public Records:** Florida law states that all records of the Corporation are open to public access, including donor and membership lists. A “reasonable access” procedure shall comply with the existing Florida law concerning all records of the Corporation.

Article VI

Board of Directors

1. **Organization Governance:** A Board of Directors, comprised of the Officers and Directors of the organization, shall govern the business and affairs of the Organization. The President shall serve as Chair of the Board of Directors. The Board shall be responsible for establishing policy and direction for the Organization.
2. **Board of Directors:** The Board of Directors shall be led by the President and shall consist of the Officers and a minimum of three (3) Directors, as elected by the membership. The business and affairs of the Corporation shall be managed and controlled by the Board of Directors which shall consist of an odd number, not less than seven (7) nor more than thirteen (13) persons.
3. **Term Limits:** The term limits for Directors shall be no more than three (3) consecutive years, unless modified by a vote of the Board. Term of office is one (1) year.
4. **Vacancies:** Upon resignation of a Director, written notice must be given to the Board or to the President of the Corporation at least fourteen (14) days prior to the next scheduled meeting. In case of any vacancy in the Board of Directors, the remaining Directors, by affirmative vote, may elect a successor to hold office for the unexpired term of the Director whose position is vacated. Any Director not performing duties in a proper, ethical, and satisfactory manner may be removed from the position by the Board of Directors following a two-thirds (2/3) vote of the Board at a regularly scheduled or special meeting. The Director must be notified in writing, fax, or e-mail of the proposed removal at least fourteen (14) days prior to the meeting. Available openings on the Board or in Officer positions may be filled throughout the year.
5. **Special Meetings:** The President of the Corporation or at least two (2) of the Directors may call a Special Board Meeting. The Secretary shall give notice of each Special Board Meeting by telephone, mail, or e-mail to each Director at least two (2) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.
6. **Power to Make Bylaws:** The Board of Directors shall have the authority to make, alter, and repeal bylaws of the Corporation subject to the paramount power of the voting members. The Board shall review bylaws at least annually.

7. **Compensation**: No member of the Board of Directors shall receive any compensation from the Corporation. Reimbursement for travel and out-of-pocket expenses for special out-of-town meetings may be approved by the Board.
8. **Liability of Directors**: The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations of the organization.
9. **Conflict of Interest**: A conflict of interest may exist where a director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the director has a material financial interest or of which the Director is an officer, director or general partner. Where a possible conflict of interest exists the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the director, committee members or members who authorize, approve, or ratify the transaction. This director shall abstain from voting on any such actions where a potential conflict of interest may exist.

Article VII

Officers

1. **Election of Officers**: After the Annual Meeting, the new Board of Directors shall elect the Officers. Nominees for Officer positions are not required to be current members of the Board. Upon election, the Officers become members of the Board. Elected Officers and Directors are elected in October of one year and Officers and Directors take on the designated position in January of the next calendar year
2. **General Officers**: The term of each Executive Officer shall be one (1) year. All Officers must be members of the Corporation. The same individual may hold the offices of Secretary and Treasurer. The term limits of office for all Officers shall be no more than three (3) consecutive years, unless modified by a vote of the Board. Upon election, Officers shall become members of the Board of Directors and its Executive Committee.

Article VIII

Duties of Officers

1. **President**: The President shall preside at all business meetings of the Corporation; shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board of Directors; shall have all powers and duties usually incident to the office of President in similar corporations; shall perform such other duties as may be required by the Bylaws or the Board of Directors.

2. **Vice President**: The Vice President, in the absence of the President, or in case of a vacancy in the office of President, shall perform the duties and exercise the powers of the President. The Vice-President is encouraged to attend committee meetings and coordinate brief reporting of each committee at Regular Board Meetings.
3. **Secretary**: The Secretary shall have charge of the records of all meetings; shall make a report at the annual meeting of the Corporation; maintain the Membership Database; shall perform such other duties as are usually incident to the office of secretary in similar corporations and such as shall be required by the bylaws or by the Board of Directors. The Secretary may also serve as Treasurer.
4. **Treasurer**: The Treasurer shall maintain the finances of the Corporation and shall collect same as prescribed by the Board of Directors; shall keep accurate accounts of all monies received by or on behalf of the Corporation and reports shall be provided as required by the Board; and shall perform such other duties as are usually incident to the office of Treasurer in similar corporations, as required by the Board of Directors. The treasurer may also serve as Secretary

Article IX

Committees

1. **Executive Committee**: The Executive Committee shall consist of the Officers of the Corporation. It shall meet on the call of the President or at the request of two or more of its members. The Executive Committee shall have the authority to act on operational matters not involving the creation or change of policy or the election of officers. Fifty-one percent (51%) of the members of the Executive Committee shall constitute a quorum for the transaction of business.
2. **Nominating Committee**: Not later than ninety (90) days before each Annual Meeting of the members the President shall appoint, with the approval of the Board of Directors, a nominating committee of three (3) voting members of the organization, at least one of whom shall not be a current member of the Board. The committee shall present to the voting members at least fourteen (14) days before the Annual Meeting, the names of individuals it recommends for election to fill whatever openings may exist in the Board at that time. Members at the Annual Meeting may make additional nominations.
3. **Long Term Standing Committees**: Committees such as membership, grants, special projects, events, etc., shall be established as long term standing committees. The chairperson and committee members shall develop a brief statement of goals and objectives for its respective committee each year at the Annual Meeting and prepare a brief executive summary to be presented at each regular Board meeting. These committees shall be selected from CSO membership.
4. **Short Term Committees**: The President and the Board may establish short-term committees, which are limited in purpose and scope. These committees shall be selected from CSO membership.

Article X

Contracts, Checks, Deposits, and Funds

1. **General**: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some manner, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation as designated by the Board of Directors. All instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and, in any event, they may be signed by any two (2) of the following officers, namely the President, the Vice President, the Secretary, or the Treasurer. The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all paper and documents or to do other acts or things on behalf of the Corporation, including any required or appropriate in dealing with governmental authorities. Money handling and any other important activities are not limited to Board members and shall be in accordance with the Bylaws, policies and procedures as applicable.
2. **Authorized Expenditures**: Current expenditures for the proper administration of the Corporation and all approved projects shall be paid by the Treasurer, as stipulated in the approved annual budget or by vote of the Board of Directors. The Treasurer is authorized to spend up to Two Hundred Dollars (\$200.00) per quarter without prior Board approval. The Treasurer shall obtain approval from the board for expenditures greater than \$200.00 per quarter.
3. **Deposits**: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories the board selects.
4. **Internal Financial Audit**: An internal financial audit will be conducted at least annually as designated by the Board of Directors.

Article XI

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

Article XII

Amendments

Amendments to the Bylaws may be proposed by any voting member, or by the Board of Directors. An amendment proposed by a voting member must be submitted in writing to the Secretary of the Board of Directors at least ten (10) days prior to a regular meeting of the Board of Directors at which the Board of Directors will make a decision on the proposed amendment. Any amendment will require a 2/3 majority vote by the Board.

Amendments to Bylaws
Of
Friends of the Crystal River State Parks, Inc.

The date of adoption of the amendments was: _____

The amendments were adopted by a 2/3 majority vote of the Board of Directors.

Signature, President or other Officer

Typed or printed name

Title

Date