

Friends of Six Mile Cypress Slough Preserve Corporation – Bylaws

Article I. Membership and Dues

1. Membership

A. Individual and family memberships shall be for one year from the month of acceptance of the application.

B. Any member who has failed to pay dues within one year past the anniversary month shall be considered a delinquent member and shall be automatically dropped from the membership roll. Membership may be renewed by payment of dues required of new members.

C. Members whose dues have been paid shall be permitted to vote. Members whose dues have not been paid may not vote or hold office.

D. Special membership classes may be established by the Board of Directors and may include Honorary, Lifetime and other categories, as needed. See Appendix 1.

2. **Annual dues** - All annual dues are to be set by the Board of Directors.

3. Membership period

A. The membership period shall be one year from the date of acceptance of the membership application with paid dues. It will be renewable each year on the anniversary date for that member.

B. Annual dues shall be payable to the Friends of Six Mile Cypress Slough Preserve Corporation. (FRIENDS)

4. **Votes** - Each individual member shall have only one vote.

5. **Proxy** - Any member shall be permitted to vote at any general meeting of the membership by submitting to the Secretary of the Corporation a proxy prior to or at the time of the meeting.

6. Membership Levels*

- Student (\$10)
- Individual (\$25)
- Family (\$50)
- Benefactor (\$100-\$249)
- Patron (\$250+)**

*Board reserves the right to amend membership dues as deemed appropriate.

** Includes parking pass for qualifying Lee County facilities if requested.

Article II – Meetings

1. **Annual meeting** - The Corporation shall meet at least annually in a general membership meeting. The annual membership meeting shall be conducted in March in conjunction with the election of officers. The annual meeting will also provide an update on the status of the Corporation and may have special presentations of interest to the members.
2. **Special meeting** - Special meetings of the Corporation may be called by the Board of Directors on its own initiative or at the request of 10% of the members of the Corporation.
3. **Notice** - A minimum of four weeks' notice will be given to the members of the proposed meeting and only business mentioned in the call will be transacted. However, if a majority of members of the Corporation sign a Waiver of Notice of any meeting then any business transacted at such meetings shall be valid as if a notice of that meeting had been given in accordance with these bylaws.
4. **Quorum** - 10% of the active membership shall constitute a quorum for the transaction of business at any annual or called meeting of the Corporation.

A majority of the voting members of the Board of Directors shall constitute a quorum of that body.

5. **Board of Directors meetings** - The Board of Directors will meet monthly at the discretion of the President, at least five times a year.
6. **Order of business** - Typical order of business at an annual general membership meeting may be:
 - A. Reading of minutes of previous meeting
 - B. Report of President
 - C. Report of Vice President
 - D. Report of Treasurer
 - E. Report of Secretary
 - F. Committee reports
 - G. Election of directors
 - H. Transactions of other business mentioned in notice
 - I. Adjournment
7. **Annual board meeting** - An annual meeting of the Board of Directors shall be held following the annual meeting of the members each year. Written notice of each meeting shall be given by the Secretary to each director not less than five days before the meeting unless each director shall waive notice thereof before, at and or after the meeting.

Article III - Board of Directors

1. Officers

- A. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. All terms of office begin on April 1. The officers shall be elected by the Board of Directors from the members of the Board of Directors.

B. President will remain in office for a maximum of two terms of two years. There is no limit to the terms of directors.

C. The immediate past President serves as a voting member of the Board of Directors for the 12-month period following the new President assumption of leadership. The immediate past President can remain a director with no term limits.

D. Newly elected board members will take office immediately following the election.

2. **Board of Directors**

A. The Board of Directors shall be elected by the general membership at the annual meeting. Qualifications and responsibilities of the directors, shall be established by the Board of Directors.

B. The number of Board of Directors shall be a minimum of seven directors with additional board members established by the Board of Directors as deemed necessary but not exceeding 11 members.

3. **Removal of a director** - The Board of Directors may establish procedures for the removal of a director.

4. **General attendance** - All members in good standing may attend the Board of Directors meetings. These meetings are open meetings and may solicit input from the general membership at the discretion of the President or acting President. The meetings of the Board of Directors may be conducted without notification to the general membership.

Article IV - Election Procedures

1. **Nominating committee**

A. A nominating committee shall be appointed by the President and approved by the Board of Directors at the regular board meeting in January of each year. The objective of the committee shall be to propose the names of candidates for each board member position that must be elected or reelected in the March elections by the general membership at the annual meeting

B. The nominating committee shall make its report to the Board of Directors by the February Board Meeting. The names of the nominees shall be announced to the membership in February. The names of the nominees shall be announced to the membership by email prior to the annual meeting.

C. Additional nominations may be made from the floor during the general meeting in March.

D. Only individual members in good standing shall be qualified to vote or run for office.

2. **Vacancies in elected offices** - In case of a vacancy in the office of President, the Vice President shall temporarily assume the office until filled following the normal election procedures conducted by the Board of Directors.

Article V - Advisory Board – The advisory board may include past board members and others familiar with the Six Mile Cypress Slough Preserve and whose expertise may be helpful to the Board of Directors.

Article VI - Duties of officers in the Board of Directors

1. **Board of Directors** - The Board of Directors shall manage and transact the business of the Corporation in the achievement of its goals.

A. It shall determine the policies, fiscal matters, and in general, assume responsibility for the guidance of the affairs of the Corporation.

B. The Board of Directors shall have full authority in its discretion to take action in any emergency arising in between regular meetings.

C. A quorum of the Board of Directors shall consist of majority of the members of the Board of Directors.

2. Duties of officers

A. President

1. Preside over Board and General Membership meeting
2. Act as the Board's Liaison with Staff
3. Represent the Friends at public events, volunteer orientations and meetings
4. Approve incidental expenditures for the Slough and its Staff of less than \$200 Recommend approval to Board for expenditures greater than \$200
5. Work with other Board Members to perform their duties
6. Appoint committees for action

The President shall perform all other duties usually pertaining to the office of President and shall be chief executive officer of the Corporation.

B. Vice - President

1. Preside over Board and General Membership meeting in President's absence
2. Act as an additional Board Liaison with Staff
3. Represent the Friends at public events, volunteer orientations and meetings
4. Approve incidental expenditures for the Slough and its Staff of less than \$200 Recommend approval to Board for expenditures greater than \$200
5. Work with other Board Members to perform their duties
6. Assist the President in various projects as assigned

C. Secretary

1. Maintain all official Records of the organization
2. Send out Meeting Notices, Prepare Agendas and Distribute Reports to Board Members
3. Record, prepare and disseminate accurate Minutes of Board Meetings
4. Produce an Annual Report for the Annual Meeting and Website
5. Provide information for Insurance Policies as needed.

D. Treasurer

1. Maintain all Financial Records of the organization
2. Monitor bank account statements
3. Make authorized payments of behalf of the organization
4. Record income and expenses
5. Prepare an income and expense statement and a balance sheet on a monthly basis for distribution to the Board
6. Complete official Reporting Requirements to State of Florida including the Annual Solicitation of Contributions form and the accompanying Annual Statement of Conflict of Interest Policy signed by all Board Members and other official financial reports as needed
7. Provide information to the organization's Accountant required to prepare federal tax return or prepare tax return

3. Directors

A. The directors shall serve as voting members of the Board of Directors.

B. The directors of the Corporation may be assigned to specific committees or to serve as liaison with committees, special interest groups or other organizations as deemed necessary by the Board of Directors. They may be assigned a specific function as required by the President.

4. **Quorum** The presence of a majority of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of directors present at a meeting when a quorum is present shall be the act of the complete Board of Directors.

5. **Responsibilities** The Corporation shall indemnify and hold harmless the officers and directors from and against any claims, liabilities, losses and expenses suffered or sustained including without limitation, any judgment, settlement, reasonable attorney's fees, and other costs and expenses incurred in connection with the defense of actual threatened action or proceedings; provided, however, that such claims, liability, loss or expenses result from an honest mistake of judgment, or from action or inaction taken in good faith for a purpose reasonably believed to be in the best interest of and related to the purpose of the Corporation; and that such mistake, action or inaction does not constitute gross negligence, fraud, or willful or wanton misconduct.

Article VII - Fiscal Management

1. **Fiscal year** - The fiscal year at the Corporation shall run on January 1 through December 31.

2. Gifts, donations and bequests

A. **General** - Gifts, donation, grants and bequest may be given directly to the Corporation and uses and purposes of all gifts, donations and bequest either of income or principal shall be in accordance with the purposes of the Corporation. All gifts, donations and bequest shall be subject to acceptance by the Board of Directors.

B. **Restrictions** - All contributions shall be unrestricted funds.

C. Fiscal agent - The Board of Directors may employ one or more fiscal agents and or contract for professional investment advisory service to carry out the Corporation's investment program and to maintain custody of such investment in the Corporation's investment accounts and records under the supervision of the Board of Directors. Investments will be made in accordance with best fiduciary practices including investment instruments such as those that are FDIC insured.

D. Audit - An audit of the accounts and funds of the Corporation may be made annually by a certified public accountant at the discretion of the Board of Directors.

E. Fiscal operations - The monies of the Corporation shall be deposited in such financial institutions and shall be designated from time to time by the Board of Directors. Withdrawal of money by checks, drafts or by such electronic means must be signed or approved by the Treasurer and or President or the designated member of the board.

Article VIII. Dissolution of the Corporation

In the event the Friends of Six Mile Cypress Slough Corporation is dissolved, all monies in the treasury after current bills are paid shall be given to the Lee County Parks and Recreation for use in the donation account of Six Mile Cypress Slough Preserve. Other assets shall be provided to Lee County Parks and Recreation Division.

Article IX. Amendments to Bylaws

These bylaws may be amended in the regular meeting of the Board of Directors by a 2/3 vote of the directors provided due notice of the proposed amendment has been given at least 30 days before the meeting at which it is presented. Any changes adopted shall be published in the official journal. The Board of Directors will refer changes to the general membership for approval.

Article X. Amendments to Articles of Incorporation

The articles of incorporation for the Corporation may be amended at any regular Board of Directors meeting of the Corporation or any special Board of Directors meeting called for that purpose. At least 30 days notice of intention to submit amendments must be given. A 2/3 majority vote is required to amend the bylaws.

Article XI. Parliamentary authority

Robert's Rules of Order shall be the governing authority, as needed, in any matter not specifically covered in these bylaws.

Article XII. Tax Exempt Status

1. **Business permitted.** Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by:

A. A corporation exempt from federal income tax under section 501(c)(3) The Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

Or

B. A corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or other corresponding provision of any future United States Internal Revenue Law.

Adopted this day of

Appendix 1. Special membership

These two classes of membership may be awarded at the discretion of the Board and shall be granted only when outstanding candidates are presented for consideration.

1. Honorary membership

A. Honorary membership shall be presented for a period of not more than two years to a lay person whose work on behalf of Friends of Six Mile Cypress Slough Preserve has made a significant positive impact on the Slough's operation, staff, volunteers, or the Corporation itself.

B. This award shall be presented by the Board and shall carry with it the privilege of attending Friends meetings and in activities exempted from fees and the privilege of participating on committees or workshops. Honorary members shall not vote or hold office unless they choose to pay dues and become personal members.

2. Lifetime membership:

A. Lifetime membership may be presented to a member of the Corporation whose long-term involvement has well served FRIENDS, the Slough staff or volunteers. Such involvement may include service on committees, in workshops and conferences, on the Board of Directors or in other services and functions in support of the Corporation.

B. The award shall be presented by the Board of Directors and may carry with it all rights and privileges of personal membership. The lifetime member shall not pay dues.