



**BYLAWS OF
FRIENDS OF WAKULLA SPRINGS STATE PARK, INC.**

Citizen Support Organization for Wakulla Springs State Unit

ARTICLE I

DEFINITIONS

“Board” means Board of Directors. “Corporation” means Friends of Wakulla Springs State Park, Inc.

ARTICLE II

GOAL

The goal of the Corporation, as a non-profit corporation, is to generate and employ additional resources for Wakulla Springs State Park, through various means. Our purpose is to work with park management to support park operations and the mission of the Florida Park Service, as well as advocating on behalf of the park through public education and outreach.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 465 Wakulla Park Drive, Wakulla Springs, FL 32327 or at such other location as determined by the Board of Directors.

ARTICLE IV

MEMBERS

- 1 **Eligibility of Members:** Individuals, groups and businesses who are interested in furthering the purpose of the Corporation may become members of the Corporation.
- 2 **Categories of Membership:** There shall be memberships for lifetime, students, individuals, families, and businesses. All have the same voting rights.

- 3 **Membership Dues:** The Board shall publish a schedule of membership dues from time to time, allowing for different rates for subcategories of regular membership, such as senior or student, individual, family, and life memberships. Members will be notified by email and any changes will be implemented at the annual meeting. Family membership shall include and be limited to persons living in the same household.
- 4 **Termination of Membership:** Termination of membership in the Corporation shall be determined for the following reasons:
 - (a) 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 Bylaws, 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 failure to pay the proper membership fee to remain a member of the Corporation, provided a notice has been sent to the member and the member has failed to respond within thirty (30) days to notice.
 - (e) At meeting before the Board, the member shall be given the opportunity to be heard by those making the decision. If the member is terminated, the Secretary shall record the termination in the membership book.

ARTICLE V

MEMBERSHIP MEETINGS

1. **Annual Meeting:** The Corporation shall hold an annual meeting of the general membership. At the annual meeting the voting members will elect the Directors to serve on the Board. The Board shall set the time and place of the annual meeting.
2. **Other Meetings:** The President, a majority of the Board or one-third of the members may call a membership meeting by a written request sent to any member of the executive committee. Proxy votes of qualified members may count for a quorum. Proxy votes are only valid for the business as stated on the Proxy Designation Form. Proxy Designation Forms will be made available at least two weeks prior to the Annual Meeting and submitted to the Secretary before the start of the meeting.
3. **State of the Park Address:** The Park Manager shall give a presentation concerning the status of the Park at the annual membership meeting.
4. **Notice:** All members shall be notified of any membership meetings by mail or electronically at least fourteen days prior to the day of the membership meeting.
5. **Quorum:** A quorum of one-third of the currently paid membership shall constitute a quorum for the purpose of conducting the business of the Corporation.

6. **Order of Business:** The order of business of all membership meetings of the Corporation shall be as follows:
 - (a) Determination of a quorum as set forth in Article V, Sec. 5 and set a time to adjourn.
 - (b) Approval of minutes of previous meetings.
 - (c) Presentation and consideration of reports of Officers, Directors, and standing Committees.
 - (d) Review and approve proposed budget.
 - (e) Election of Board Members.
 - (f) Unfinished business.
 - (g) New business.
 - (h) Adjourn.

7. **Procedure:** The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules specified in The New Robert's Rules of Order shall govern all deliberations, when not in conflict with these bylaws.

ARTICLE VI

BOARD OF DIRECTORS

1. **Responsibilities and Numbers of Directors:** Nine (9) to Fifteen (15) Directors, elected by the members, shall serve on the board. Directors shall be members in good standing, and shall attend regular BOD meetings and chair on at least one committee. All Directors will pay annual dues.

2. **Length of Director's Term on the Board:** A Director's term is two years. Director's seat terms will be staggered such that half of the total directors are elected in any given year.

3. **Nominating Process:** The Nominating Committee as set forth in Article VIII 2A, shall present to the Board of Directors, at the November board meeting, a list of prospective candidates to be elected to the Board of Directors. The Board will then select those it feels are viable candidates to be elected to the Board. The Nominating Committee will then send out to the prospective candidates the questionnaire developed by the Board in 2010 and have them completed and returned to the Committee prior to the December Board meeting.

The Nominating Committee will forward the completed questionnaires to the Board prior to the December meeting at which time the full Board will select those candidates that will be submitted to the full membership via electronic submittal.

At the Annual Membership Meeting the full Friends membership will vote on the proposed candidates for re-election and the proposed new candidates approved by the full Board at the December Board meeting. Nominations from members in good standing will be taken on the floor at the Annual Membership Meeting.

4. **Vacancies:** In case of a vacancy in the Board, the Directors, by majority vote, may elect a Director to serve out the remaining term until next election of Directors.
5. **Removal of Directors:** Following a two-thirds vote of the Board membership at any meeting in which there is a quorum, the members may remove any director from the board (i) who has been absent from two consecutive meetings or the majority of meetings within a given year, or (ii) has not performed duties in a proper, ethical, or satisfactory manner. The Director must be notified in writing of the proposed removal at least fourteen days prior to the meeting.
6. **Regular Board Meetings:** The Board shall hold regularly scheduled Board meetings at least bi-monthly. The Board of Directors will be notified of any changes to the scheduled meetings. At any meeting attended by all the Directors any business may be transacted regardless of the lack of due notice of such meeting.
7. **Special Board Meetings:** The President of the Corporation or at least two of the Directors currently in office may call a special Board meeting. The Secretary shall give notice of each special Board meeting to each Director orally, by mail or electronically at least two days prior to the meeting. Unless indicated in the notice, any business may be transacted at a special Board meeting. At any meeting attended by a quorum of Directors any business may be transacted regardless of the lack of due notice of such meeting.
8. **Quorum:** Fifty-one percent of the Directors of the Board shall constitute a quorum for the transaction of business. Board members may request a temporary leave of absence during the year. If approved by the Board at the next meeting, the Board member on leave will not count towards determining the number of members required for a quorum.
9. **Voting:** All Directors who attend Board meetings may vote on any issue.
10. **Written Record of Resolutions:** The Secretary shall record resolutions passed by the Board.
11. **Action Without a Meeting:** The majority of the board can act without a meeting, if the action is by majority of the board and done in writing.
12. **Compensation:** A Director may receive compensation from the Corporation for services provided to the Corporation. Reimbursement for travel and out-of-pocket expenses for special out-of-town meetings may be approved by the Board.
13. **Liability of Directors:** The Directors of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote or decision regarding organizational management or policy unless a) the Director breached or failed to perform his duties as a Director and b) the breach or failure to perform is:
 - 1) a criminal offense, unless the Director had reasonable cause to believe the conduct was lawful;
 - 2) a transaction from which the Director derived an improper personal benefit, or
 - 3) reckless, the act was committed in bad faith or with a malicious purpose.

14. **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 Directors, 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:** At the first regular meeting of the Board held after the annual meeting of voting members of the Corporation, the Board shall elect Officers. The nominations committee described in Article VIII H will provide a slate of officers for the election.
2. **Officer Positions:** The general Officers of the Corporation shall be a President (Chair), Vice President (Vice Chair), a Secretary, and a Treasurer, to be elected by the Board. The Board shall have the authority to vote that the immediate past President will act as an ex officiate of the Board. The term of office of each officer shall be one year. All officers must be members of the Corporation. Upon election, officers shall become members of the Board. The Board shall have authority to appoint such other officers and agents as it may deem necessary whom shall exercise such powers and perform such duties as the Board may determine from time to time.
3. **Removal of Officers:** The Board may remove an Officer with or without cause. At the meeting before the Board, the Officer shall be given the opportunity to be heard by those making the decision. If the Officer is terminated, the Secretary shall record the termination in the membership minutes.
4. **Vacancy:** In case of any vacancy in any office, the Board by a majority vote may elect a successor to hold the office for the remainder of the term.
5. **Duties of Officers:** Members should refer to the job descriptions as created by the Friends of Wakulla Springs.

ARTICLE VIII

COMMITTEES

1. **Long Term Standing Committees.** The following are standing committees of the Corporation:
 - A. **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 Executive Committee members. Fifty-one percent of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall be precluded from making policy and shall perform acts that further the policies set by the Board.
 - B. **Finance Committee.** The Finance Committee will meet at least once annually to review the current expenditures and to assist in the preparation of the annual Friends Budget. This Committee will also make recommendations to the Board on the types of investments the Board should make with Friends funds.
 - C. **Fund Raising Committee:** The Fund Raising Committee will work with the Board primarily to develop, implement and monitor a structured fundraising campaign that targets corporate, individual and memorial contributions to enhance fiscal support of projects consistent with the mission and vision of the Friends. This committee will also work in collaboration with the Events Committee to procure sponsorships for major fundraising events. In addition, this committee shall work with the Board to identify target areas of grant funding support consistent with the mission and vision of the Friends. This committee shall be responsible for grant proposal reporting, development and submittal, and the administrative requirements based on successful grant funding award(s).
 - D. **Events Committee.** The Events Committee will work with the Board to determine and manage an annual schedule of fundraising, charitable and social events within the framework of the established committees and in conjunction with outside partnerships. This committee shall assist the Fund Raising Committee in obtaining event sponsorships as needed.

- E. **Membership and Communications Committee.** The Membership and Communications Committee shall oversee all aspects of membership and work with the Board to develop and implement strategies to increase the membership base. This Committee shall be responsible for maintaining a membership data base, such that members of other committees may solicit volunteers for implementation of various functions of the corporation, including non-director members to serve on those committees. The Committee will also serve to facilitate the exchange of information between the long term standing committees, the general membership and the larger public; and to oversee the development and management of an organization-wide yearly integrated communication plan. The committee shall be comprised of at least one representative member from each of the long term standing committees. This committee will formulate community outreach activities and work to develop partnerships with outside entities to facilitate accomplishment of mutual objectives.

 - F. **Board Development Committee:** Committee Members will serve on Board Development Committee and assist with reporting its activities to the Board, attend committee meetings and assist with the identification of the board members and assists with making recommendations to the Board. This committee shall assist with preparation of slate of board member candidates for general membership election, as well as assist with orientation and training for new board members and any needed training for board. This committee shall assist with the identification and recommendations of non-board members for committee assignments, and commit to obtain knowledge of Citizen Support Organization (CSO) Handbook and Florida Park Service policies governing CSOs, as well as attain knowledge of Friends of Wakulla Springs State Park organizational and board needs.
2. **Other Committees.** The following are other committees of the Corporation:
- A. **Nominating Committee.** No later than ninety days before each annual meeting the President shall appoint, with the approval of the Board, a nominating committee of three voting members of the Corporation. The committee shall present electronically the names and information about the individuals it recommends for election to the Board. The nominating committee shall also provide the newly elected board a slate of officers for the Board of Directors.
 - B. **Emeritus Advisory Committee.** The Emeritus Advisory Committee will support the Board by providing expertise and advice. The committee will be comprised of non-voting members in good standing with longstanding ties to the organization, valuable ideas, insights, skills or knowledge, and will serve to preserve and pass down the institutional memory that they possess.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. **General:** Except as the Board may authorize in some other 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 of the Corporation by the Treasurer and by such other Officers or agents or employees of the Corporation as may be designated by the Board. All instruments of conveyance of real property, and all agreements shall be signed by such Officers or agents as the Board may direct, and, in any event, they may be signed by any two of the following Officers, the President, the Vice President, the Secretary, or the Treasurer. The Board may authorize and empower one or more Officers or agents of the Corporation to execute and deliver any documents or to do other acts on behalf of the Corporation.
2. **Authorized Expenditures:** The Treasurer shall pay current expenditures for the administration of the Corporation as stipulated in the annual budget or by vote of the Board. The Executive Committee can approve expenditures per Friends' protocol policies.
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. **Gifts:** The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31.

ARTICLE XI

AMENDMENTS

The Board shall have the authority to amend and repeal the bylaws. Any member may propose amendments. An Amendment proposed by a voting member must be submitted in writing to the Board, by that member at least ten days prior to a regular meeting of the Board at which the Board will make a decision on the proposed amendment.