

**Bylaws of the Friends of Kissimmee Prairie Preserve Inc.
Approved – Oct 24, 2011**

**Article I
Name and Location**

1. The name of this corporation is **Friends of Kissimmee Prairie Preserve Inc.**, ("corporation") hereinafter "Friends" or "the Corporation."

2. The principal place for the transaction of the business and affairs of the corporation shall be Okeechobee County, Florida, or at such other location as determined by the Board of Directors and the principal office designated by the Board of Directors.

**Article II
Purposes and Objectives**

Friends of Kissimmee Prairie Preserve is organized, and shall be operated, exclusively for educational, scientific and charitable purposes as may qualify it for tax exempt status under section 501c(3) of the Internal Revenue Code and 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. More specifically, its mission is to work for the preservation, protection, interpretation and promotion of and in the best interest of Kissimmee Prairie Preserve State Park; to generate and create additional resources, raise funds and support, conduct programs and activities, sponsor research, sponsor promotions, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest, and administer in its own name securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of Kissimmee Prairie Preserve State Park.

**Article III
Membership, Enrollment, Dues, and Termination**

1. Members: Any responsible individual or organization interested in furthering the purpose and objectives of the Friends shall be eligible for membership. Members in good standing shall be maintained as long as annual dues are current. All members are non-voting unless serving on the Board of Directors. Members serving on committees have committee voting rights. The Board of Directors reserves the right to grant 1-year free membership to Kissimmee Prairie Preserve State Park Volunteers who have contributed 50 volunteer service hours.

2. Enrollment: The Corporation shall keep a true and accurate Membership Book listing the names and addresses of all members.

3. Classes of Membership: Various classes of membership are available in Friends: Individual, Family, Youth/Student, Business, Patron, Benefactor, and Honorary. The Board of Directors has the authority to determine the classes of membership and the dues schedule.

A. Youth/Student Membership is for any individual under 18 years old, and/or 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 belong to and participate in the activities of Friends.

C. The Board can nominate any non-member for **Honorary Membership** for exemplary service to Kissimmee Prairie Preserve.

D. Membership is not transferable or assignable. A membership is for one year and shall be renewed annually on the anniversary of the original membership.

4. Membership Termination: 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, after providing written notice of cause and proceeding, and with opportunity for the member to present their case to the Board prior to the vote. Upon termination of membership, all rights, title and interest which a member may have had or acquired in the Corporation shall immediately cease.

5. Effect of Termination: Termination of a member for any reason shall not relieve that member as to any exiting financial obligation owed by the member to the Corporation.

6. Reinstatement: Any Member having been terminated (except for not paying dues) and wishing to again become a member may be reinstated at any time with the approval of a two-thirds (2/3s) majority of the Board after six months from the date of termination, and upon receipt of written application for such reinstatement and advance payment of any

dues for the period which such reinstatement becomes effective. Those who owe dues may be reinstated at any time by bringing their dues payments up to date.

Article IV Meetings

1. Frequency: The Board of Directors shall hold **no fewer** than one in-person meeting annually at which the park manager shall give a presentation on the park status and the bylaws shall be reviewed, among any other business. Other meetings of the Board may be held, in person, or via telephone, at the call of the President or other Board Officer. Meetings of any committee of the Board may be held at the call of the committee's Chair.

2. Notice: Reasonable notice shall be given of meetings of the Board or its committees.

3. Quorum: Except as may be expressly provided otherwise in these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of all business at any meeting of the Board 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 otherwise specifically required by these Bylaws.

4. Special Provision: The Board and any committees established by the Board may transact business at a meeting, by a telephone conference call, fax, e-mail, or other method of communication in accordance with standard business practices.

5. Emergency Provision: If necessary, the Board or Committee Chair may transact business without a meeting, provided that any such actions taken shall be with the prior consent of all members of the Board.

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

Article V Board of Directors & Management

1. Board of Directors: The business and property of the corporation shall be managed by the Board of Directors, consisting of not

fewer than three (3) or more than thirteen (13) members, including the President. In case of a tie, the President will not vote. 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 but will not be a voting member. Any other person who is not a CSO member must have prior approval of the President or of the Board before attending any Board meeting.

2. Election Procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

3. Terms: Each officer shall serve for a term of one year and may serve no more than five consecutive terms in the same position. Only one member of a household shall be eligible to serve on the Board at any given time.

4. Management of Affairs: The Board of Directors shall manage the affairs of the Corporation, with the authority to engage and discharge employees and agents of Corporation, admit, suspend, or expel members, create and appoint committees and to do everything necessary and desirable to conduct of the business of the Corporation, in accordance with these By-laws. The Board of Directors shall be empowered to transact any and all business of the Corporation, and shall control funds of the organization and shall consider and determine all matters of policy.

5. 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, to pledge its credit, or to render it liable for any purpose or to any amount.

6. 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 or Treasurer.

7. 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 13 of this article.

8. Removal of Directors: A Director may be removed from the Board by a two-thirds majority if he/she) has been absent without leave from three consecutive meetings or ii) has not performed duties in a proper, ethical, or satisfactory manner. Notice of the proposed removal of a Director must be given to such director at least fourteen days prior to the meeting at which such removal is to be voted upon; such notice to the Director must state the cause for the proposed removal.

9. Written Record of Resolutions: Resolutions passed by the Board will be recorded in writing.

10. Vacancies: Any vacancy occurring on the Board of Directors because of death, resignation or removal of a Director may be filled by the Board. A Director elected or appointed to fill a vacancy shall complete the unexpired term of their predecessor in office.

11. Compensation: A Director may receive compensation or reimbursement from the Friends for services provided to the organization or approved out-of-pocket expenses.

12. 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.

13. Electronic Meeting Participation: 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.

14. Liability of Directors: The Directors of the Corporation shall not be personally liable of 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/her 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, or the act was committed in bad faith or with a malicious purpose.

15. Fiscal Year: The fiscal year for Friends shall be January 1 through December 31. The period of its existence shall be perpetual.

Article VI Officers

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 meeting. The Board may appoint other officers as they deem necessary.

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.

3. Vacancies: If there is a vacancy in the office of President, the Vice President shall become President. 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.

4. President: The President shall preside over 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.

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.

6. Secretary: The Secretary shall be responsible for the keeping of minutes of all meetings of the Board and Executive Committee. He/she will maintain an accurate role of the members of the Friends as well as clerical files of the corporation.

7. Treasurer: The Treasurer shall maintain the finances of the Corporation; shall keep accurate accounts of all monies received by the Corporation; shall disburse funds as may be directed by the Board; and provide financial information for the preparation of required reports. All disbursement checks shall require the signatures of either the Treasurer or the President. 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.

Article VII Committees

1. Long Term Standing Committees may be initiated by the President with Board approval to facilitate the operation of the various functions of the Corporation. If possible, standing committees should be composed of at least three members. Potential committees and their functions may include:

- (a) **Membership Committee** - answer all requests for information regarding membership in the Corporation; mail dues notices to all current members when due; forward all membership dues received to the Treasurer for deposit into the appropriate account; maintain a listing of all members including their membership category and standing, and maintain a mailing list of all members.
- (b) **Fundraising Committee** - work to generate financial resources -- apply for appropriate grant money, assist in generating membership

growth.

- (c) **Nominating Committee** – to seek out and recommend members for vacancies on the Board, or to be elected as new Board members.
- (d) **Publications Committee** – to publish a newsletter for members and prepare or supervise production of other Friends' publications.

2. Short Term and Ad Hoc Committees may be initiated by the Board to facilitate the operation of the various functions of the Corporation. New committees will be appointed by the President and Board as the need arises.

Article VIII 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 Treasurer may spend up to \$100.00 for special projects designated by the Board without further approval. The Treasurer shall obtain approval from the Board for expenditures greater than \$100.00.

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 devise for any purpose of the Corporation.

Article IX Amendments

Amendments: These bylaws may be repealed, amended or altered or new bylaws may be adopted by a two-thirds (2/3s) majority of the Board at any Board meeting.

Article X Interpretation of Bylaws

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.

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.

Article XI Organizational Policy

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.

2. Execution of instruments: All contracts or instruments shall be executed in the name of Friends of Kissimmee Prairie Preserve Inc., by two of the following: president, vice president or treasurer.

3. Dissolution of Friends of Kissimmee Prairie Preserve Inc.: In the event of dissolution of Friends of Kissimmee Prairie Preserve 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 bylaws of Friends of Kissimmee Prairie Preserve Inc. were approved unanimously by the Board on October 24th, 2011.