

BYLAWS

OF

THE FRIENDS OF KORESHAN STATE PARK, INC.

Citizen Support Organization for Koreshan State Park

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BYLAWS OF THE FRIENDS OF KORESHAN STATE PARK, INC.

Citizen Support Organization for the Koreshan State Park

ARTICLE 1 DEFINITIONS

“**Board**” means the Board of Directors.

“**Corporation**” means The Koreshan Unity Alliance Incorporated.

“**Park**” means Koreshan State Park

“**Electronically**” means e-mail, fax, or other electronic means of communication.

“**Communication in writing**” includes postal, e-mail and fax correspondence. The electronic (e-mail & fax) means of communicating will be the preferred methods of communicating whenever possible.

ARTICLE 11 PURPOSE

The business and objectives of the Corporation are as follows:

1. To act within the meaning of Section 501(c)(3) of the Internal Revenue Code as a non-profit Corporation which will function as a “**membership**” citizen support organization, as such organization is defined and regulated by the Florida Department of Environmental Protection, in order to generate and employ additional resources and support for and in the best interests of the Park through, among other events and activities, the following: special work projects, special programs, special events, restoration of historic buildings and landscapes, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and events, and guided tours as well as those activities or events which are designed to meet the additional areas of Park needs identified by the Division of Recreation and Parks or the Manager of the Park.

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.

3. The purpose of this Corporation is to act as a corporation non-profit under the laws of the State of Florida with no view to pecuniary gain or profit to its members and with no part of the income to be distributable to its Members, Directors or Officers.

4. The Corporation shall be non-discriminatory, non-partisan, non-sectarian, and shall not sponsor or support any legislative activities, positions, candidates or functions.

ARTICLE 111 PRINCIPAL OFFICE

1. The principal office of the Corporation shall be located at 3800 Corkscrew Road, Estero, Lee County, Florida 33928, or at such other location as determined by the Board.

ARTICLE 1V FISCAL YEAR

1. Fiscal year and term of existence: The fiscal year of the Corporation shall be the calendar year. The period of its existence shall be perpetual.

ARTICLE V MEMBERS

1. Ownership: The Corporation shall not issue shares of stock but membership in the Corporation shall be evidenced by a certificate of membership, which shall contain the statement, printed prominently on the face of the certificate, that the Corporation is a non-profit corporation. No dividends shall be paid, and no part of the income of the Corporation shall be distributed to the Corporation's Incorporator, Members, Directors or Officers, except in accordance with the provisions of Chapter 617, Florida Statutes, and the rules of the Internal Revenue Code with respect to a 501(c)(3) organization.

2. Eligibility of Members: Members shall consist of any dues paying individual, corporation, partnership or other entity with an interest in the purposes of this Corporation.

3. Categories of Membership:

On-site resident volunteer:	\$ 5.00
Individual: -----	\$ 25.00
Family: -----	\$ 40.00
Corporate:-----	\$ 250 and up

The term of memberships shall be from January 1 to December 31 of the year in which the dues were paid. However, if dues are paid in October, November or December the term of membership will extend to December 31 of the following year.

With the exception of the on-site resident volunteer membership, each of the above memberships shall be entitled to one vote. On-site resident members may present ideas, proposals, to be submitted to a board member for placement on the agenda for presentation by a board member.

4. Membership Book: Florida Law requires that membership corporations keep a membership book containing in alphabetical order, the name and address of each member. The membership book shall be either a hard copy journal, an electronic journal, or both, and shall be maintained by the Secretary.

5. Termination of a member: Membership in this Corporation shall be terminated in any one of the following manners:

- a. By voluntary written or oral resignation accepted by a 51 percent affirmative vote at any meeting at which there is a quorum present.
- b. By a resolution adopted by a 51 percent affirmative vote of the total number of Board members currently in office; all of which will be polled in writing. The results of said poll will then be tallied, a determination made, and then recorded in the minutes, which will be retained for (7) seven years.
- c. By expulsion for any violation of these By-Laws, or any other rules or regulations adopted by the Corporation. A resolution shall be adopted by a 51 percent affirmative vote of the total number of Board members currently in office; all of which will be polled in writing.

The results of said poll will then be tallied, a determination made, and then recorded in the minutes, which will be retained for (7) seven years.

- d. By voluntary or involuntary dissolution of the Member if the Member is a corporation, firm or other business entity.
- e. A failure to pay the annual membership dues.

Upon termination of membership, all right, title, and interest which a Member may have had or acquired in the Corporation shall immediately cease, including, without limitation, the right to vote and otherwise participate in the Corporation. Notwithstanding the foregoing, before any Membership shall cease against a Member's will, they shall be given an opportunity to be heard by the Board.

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

7. Corporation and Business Entities: Should any Member of the Corporation be a partnership, association or corporation, it shall designate in writing the name of the person authorized to represent it in its relations with the Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each Member of the Corporation shall have but one representative.

8. Membership Not Transferable: Except as otherwise provided herein, membership is not transferable or assignable.

ARTICLE VI MEMBERSHIP MEETINGS

1. Annual Meeting: The Corporation shall set the time and place of the Annual Membership meeting at its January Board meeting and shall so advise the general membership in writing, at least (14) fourteen days in advance of each meeting. The Board may designate another date, time and place for the meeting of the Corporation, in which event notice of such revised time and place shall be communicated in writing, by the Secretary, to each Member. The President of the Corporation will give a formal address regarding the "state of the Corporation," and the Park Manager will give a "state of the Park" address at said meeting. Other business matters may also be transacted at said meeting.

2. Voting: If necessary, there will be an election of Board Members after the closing of nominations in November. If any contests are probable, a ballot will be communicated in writing to all voting members by the Secretary within (7) seven days to determine who will sit on the following year's Board. It shall request the Member's votes for Directors, and request that his/her replies be returned within

(14) fourteen days. Said ballot shall contain the Nomination Committee's recommendations. The following year's Directors will be based upon the counts received on returned ballots, which shall be recorded in the minutes, which will be retained for (7) seven years. The results will be announced at January's Board meeting at which time the newly elected Board members will be installed. There shall be no votes by proxy.

3. General Meetings: The Corporation shall also hold general membership meetings at any time and place designated by the Board throughout the year. The Secretary shall communicate in writing a notification to the general membership regarding said meeting at least (14) fourteen days in advance.

4. Other Meetings: The majority of the Board or one-third of the Members may call a membership meeting, by a written request sent to the Secretary. The Secretary shall communicate in writing notification to the general membership regarding said meeting at least (14) fourteen days in advance of said meeting.

5. Quorum: A quorum for the purpose of conducting business shall be (1/3) one third of the total membership.

6. Order of Business: The order of business for all meetings of the Corporation shall be as follows:

- a) Determination of a quorum
- b) Approval of minutes of previous meeting
- c) Reports of the President, other Officers and Committees
- d) Report by the Park Manager
- e) Review Finances
- f) Unfinished business
- g) New business
- h) Adjournment

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 V11

BOARD OF DIRECTORS

1. Number of Directors: There shall be no less than (5) five and no more than (11) eleven Directors serving on the Board at any time. In addition, the Park Manager, or his/her designate, whom are the primary contacts for the Corporation on behalf of the Department of Environmental Protection, shall attend meetings of the Corporation as an advisor, for the assurance of organizational health and support. The Park Manager or his/her designate shall not have a vote on any matters brought before the Board.

2. Length of Director's Term on the Board: The term of each elected Board member shall be (2) two years, with no limit to the number of times an individual can be elected.

3. Nominating Process: The Nominating Committee shall poll the membership by communicating with them in writing in October each year seeking nominations to the Board to be presented to the membership at the Board Meeting in November. Additional nominations for the office of Director shall be accepted from the floor at said meeting, if a signed note of acceptance from the nominee is presented to the Secretary at said meeting.

4. Vacancies: In cases of the Board having less than the maximum of (11) eleven Members at any time; the Directors, by majority vote, may elect a Director(s) to serve until the next election.

5. Removal of Director: The Board may remove any Director from the Board who has not performed his/her duties in a proper, ethical, or satisfactory manner by a resolution adopted by a (2/3) two-thirds affirmative vote of the total number of Board members currently in office, all of which will be polled in writing. The results of said poll will then be tallied, a determination made, and then recorded in the minutes, which will be retained for (7) seven years. The Director must be notified by a communication in writing of the proposed removal at least (14) fourteen days prior to the meeting.

6. Regular Board meeting: At the January Board meeting each year the Board shall determine in which of the next (12) twelve months Regular Board meetings will be held; and the Secretary will then advise the membership accordingly. Board meetings will be held on the first Thursday of those months determined above. The Secretary shall give notice of each regular Board meeting to each Director, by a notice, communicated in writing, at least (2) two days prior to the meeting. Any

issue proposed at a Board meeting may be referred to the Secretary for the electronic balloting on the issue by the entire Board.

7. Special Board meetings: A minimum of (2) two Directors currently in office may call a special Board meeting. The Secretary shall give notice of each special Board meeting by communicating in writing with each Director at least (7) seven days prior to the meeting. A notice of said meeting shall be posted at the Park Entrance station and at the Park's business office at least (2) two days prior to the meeting. Only business indicated in said notice may be transacted at a special Board meeting.

8. Quorum: (51) Fifty-one percent of the Directors of the Board currently in office shall constitute a quorum for the transaction of business at a Board meeting. However should less than fifty-one percent of the Directors currently in office be in attendance, issues that would normally have been presented at said meeting and requiring action by the Board, shall then be communicated in writing to each Board member within (7) seven days after said meeting. Each Board member will be asked to vote on the issue with their reply due to be returned within (7) seven days. Upon receipt of said votes, a determination shall be made as to whether or not each proposal has either been approved or rejected. A record of all voting results shall be recorded in the minutes, which will be retained for (7) seven years.

9. Voting: All Directors in attendance at Board meetings may vote on any issue when a quorum is present. Should there be issues that would have been presented and voted on at any meeting when a quorum was not in attendance, and also any new issues arising between Board meetings that require timely action by the Board, they shall be communicated in writing to each Board Member requesting his/her vote on the matter within (7) seven days. Should fifty-one percent, or more, of the Board vote in favor of a proposal, the proposal shall be considered as being approved. All voting results will be recorded in the minutes, which will be retained minimum of (7) seven years.

10. Written Record of Resolutions: The Secretary shall retain all minutes pertaining to each resolution passed by the Board.

11. Monetary Reimbursement: Directors, Members, and Park employees may receive monetary reimbursement from the Corporation for travel and out-of-pocket expenses for attendance at meetings when having documentation of the expenses and the prior approval of the Board.

12. 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 the Director breached or failed to perform his/her duties as a Director and the breach or failure to perform is:

- a) a criminal offense, unless the Director had reasonable cause to believe the conduct was lawful,
- b) a transaction from which the Director derived an improper personal benefit,
- c) or was reckless or the act was committed in bad faith or with malicious purpose

13. 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 facts of any 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 V111 OFFICERS

1. Election of Officers: Officers shall be installed by the Board at its January meeting. They will be elected to (1) one year terms with no limit to the number of times an individual can be elected. A “self-nomination form” will be communicated in writing to all current Board members and newly elected Board members by the Secretary in November of each year to determine who is interested in becoming officers for the coming year. Those so interested shall be requested to return the form within (14) fourteen days. All current Board members and all newly elected Board members shall be notified of the results by the Secretary and if necessary an election shall be held at the December Board meeting. Counts shall be recorded in the minutes which will be retained for (7) seven years. There shall be no votes by proxy.

2. Officer Positions: The general Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. The term of office of each

officer shall be (1) one year. All officers must be members of the Corporation. 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 a 51% favorable vote, in writing, by all current Board Members.

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: The principle duties of the Officers of the Corporation shall be as follows:

a) **President:** The President shall preside at all meetings of the Corporation and of the Board; shall have general supervision of the business of the Corporation, subject to the control of the Board; and shall perform such other duties as may be required by the bylaws of the Board.

b) **Vice President:** The Vice President, in the absence of the President, or in case of a vacancy in the office of the President, shall exercise the powers of the President.

c) **Secretary:** The Secretary shall keep the minutes of the meetings of the Corporation and its Directors; maintain the membership book; and shall perform such other duties as sending notifications required by the bylaws or by the Board.

d) **Treasurer:** The Treasurer shall maintain the finances of the Corporation and shall keep accurate accounts of all monies received and disbursed by the Corporation. He/she shall make filings when required.

ARTICLE 1X 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 (2) two or more Executive

Committee members. Fifty-one percent of the members of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall be limited to performing acts to further the policies set by the Board, however it shall be precluded from making policy.

b) **Nominating Committee:** In the first week of October of each year the Nominating Committee shall poll each member of the Corporation, by communicating in writing, to seek nominations to the Board. Results of this poll shall be presented to the membership at the Board meeting in November. Said Nominating Committee shall consist of the Secretary, the Treasurer, and one Member at Large.

2. Short Term Committees: The Board may establish short-term committees that are limited in purpose and scope.

ARTICLE X

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 shall be signed by (2) two of the following Officers, the President, the Vice President, the Secretary, or the Treasurer. The Board may authorize and empower any (2) two or more Officers or agents of the Corporation to execute and deliver any documents or 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. Disbursements for goods and services shall be paid by check, or debit card. When issuing checks in excess of twenty-five hundred dollars (\$2,500.00) such checks shall require both the signatures of the Treasurer and any current Board member. In any instance the Treasurer shall obtain approval from the Board for unbudgeted expenditures exceeding \$250.00.

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 XI AMENDMENTS

1. The Board shall have the authority to amend, repeal, alter, or adopt new bylaws either by a (2/3) two-thirds vote at any meeting with a quorum in attendance or by communicating in writing with each Board Member requesting their vote on the matter. All records pertaining to the results of such actions shall be recorded in the minutes which will be retained for (7) seven years. 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 (10) ten days prior to a regular meeting of the Board at which time the Board shall make a decision on the proposed amendment.

End

Page 1 & 3 amended CSO name by Board vote on 8/8/11

Article 4, item 3 amended by Board vote on 12/05/2013

Article 4, item 3 amended by Board vote on 4/2/2015

Article 5, item 3 amended by Board vote on 2/2/2017

Article 8, item 1 amended by Board vote on 4/6/2017

Page 1 and 3 amended CSO name by Board vote on 1/4/2018

Article 5, Item 3 and 5 amended by Board vote on 4/5/2018

Article 10, Item 2 amended by Board vote on 5/3/2018