

BY-LAWS OF North Florida Springs Alliance Inc

ARTICLE 1 – NAME, LOCATION AND FISCAL YEAR

Section 1 Name: The name of this Corporation is: North Florida Springs Alliance supporting parks Wes Skiles Peacock Springs State Park, Troy Springs State Park, Madison Blue Springs, Lafayette Blue Springs, Ichetucknee Springs State park, Suwannee River State park.

Section 2 Location: The principal office for the transaction of the Corporation's business and affairs shall be at 3631 201st Path Live Oak, FL 32060.

Section 3 Fiscal Year: The Corporation's fiscal year shall end on December 31st of each year.

ARTICLE II - PURPOSE AND OBJECTIVES

The particular business and objectives of the Corporation are as follows:

1. To act as a not-for-profit corporation which will function as a Citizen Support Organization, for that certain Florida State Parks known as North Florida Springs Alliance, and any and all entities, properties, and areas which now or in the future are managed by or in conjunction with North Florida Springs Alliance, in order to generate and create additional resources and support for, and in the best interest of the Park(s) through events and activities, including, but not necessarily limited to the following: work for the preservation, protection, interpretation and promotion of the Park(s); through special work projects, special programs, special events, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and events, guided tours, and additional activities or events which are designed to meet the needs of the Park(s).

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 not-for-profit corporation. Provided, however, the Corporation shall not engage in any activities prohibited under Chapter 617, Florida Statutes, including without limitation, those activities expressly prohibited under Section 617.0835, Florida Statutes.

3. The purpose of this Corporation is to act as a corporation not-for-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. This Corporation shall be non-discriminatory, non-partisan, non-sectarian, and shall not sponsor or support any legislative activities, positions, candidates or functions.

ARTICLE III - MEMBERSHIP

Section 1 Members. Members shall consist of any individual or business entity.

Membership levels

- (a) Individual membership – paid annual dues of \$15 and one vote
- (b) Family membership- paid annual dues of \$25 and one vote
- (c) Business membership- paid annual dues of \$50 and one vote
- (d) Gift or compensatory membership will be issued by majority vote of the board for exemplary work or donation to the organization
- (e) No waived membership will be issued to members of the board.

Section 2 Enrollment. The Corporation shall keep an accurate and up-to-date list of the names and addresses of all Members.

Section 3 Termination of Membership. Membership in this Corporation shall be terminated in any one of the following manners:

- (a) By voluntary written resignation.
- (b) By expulsion for any violation of these By-laws, or any rules or regulations adopted by this Corporation, by majority vote of the board.
- (c) By voluntary or involuntary dissolution of the Member if the Member is a corporation, firm or other business entity

Upon termination of Membership, all rights, 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, he or she shall be given an opportunity to be heard by the Board, with a 30 day notice provided to the Member.

Section 4 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. Return any property belonging to the organization within 30 days.

Section 5 Corporation and Other 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.

Section 6 Membership Not Transferable. Except as otherwise provided herein, membership is not transferable.

Section 7 Reinstatement. Any Member having been terminated and wishing again to become a member may be reinstated at any time upon receipt of written application for such reinstatement and the advance payment of any dues for the period in which such reinstatement becomes effective.

Section 8 Good Standing. No Member shall be considered to be in good standing if delinquent in any financial obligations to the Corporation.

Section 9 Rights. No Member shall have any vested right, interest or privilege of, in or to the assets, functions affairs or franchises with the Corporation, or any rights, interest or privilege which may be transferable or inheritable, or which shall continue if Membership ceases, or while not in good standing.

Section 10 Grievance procedures.

A complaint formally expressed in writing by an individual, (the grievant), or individual representing an organization to which the grievant belongs regarding a specific alleged violation.

Grievances are limited to procedural violations of by-laws that directly affect the outcome of a group's decision.

A Grievance is a recognized action and requires a written response from the officers. The response is part of a process to encourage fair and equitable treatment of all individuals involved in North Florida Springs Alliance. I

ARTICLE IV - FUNDS

Section 1 Money. All monies received by the Corporation shall be used and administered for the benefit of, and exclusively for the purposes of, the North Florida Springs Alliance. Board shall ensure that monies raised or donated for a specific project or park are used only for that project or park, with the

exception projects that may conflict with park or state objectives. In such case board shall present to general membership for approval any alternative uses.

Section 2 Dues. Dues are to be payable yearly, in an amount to be established by the Corporation Board. New Members applying for membership shall submit dues with the membership application.

ARTICLE V - MANAGEMENT

Section 1 Directors. The business and property shall be managed by the Officers and Board of Directors of this organization. Initially there will be no fewer than three (3) and no more than nine (9) Directors, and it must be an odd number. Election of Directors will take place at the Annual Membership Meeting. The Directors, by majority vote, may increase or reduce the number of Directors from time to time, and may appoint Directors to serve in any additional positions created until the next following meeting of the members, provided, however, that at no time shall the Corporation have less than three (3) Directors.

Section 2 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 decide all questions of policy.

Section 3 Agreements. No Officer, Agent or other person shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose, without Board approval.

Section 4 Designation of Depositories. The Board shall designate the bank or banks for depository and drawing purposes.

Section 5 Term. The term of office for the Directors of the Corporation shall be as follows:

- (a) The term for the initial Directors shall be two directors for a term of one (1) year, three directors for a term of two (2) years.
- (b) Thereafter, Directors shall be elected annually and serve for a term of two (2) years.

A Director's term shall end upon expiration of same or until such time as a successor is elected and/or until earlier resignation, death or removal. Directors shall be elected by an annual meeting or special meeting of the membership

called for such a purpose. Directors shall be elected by a majority vote of the Members who are present and in good standing at said meeting.

Section 6 Voting. Each Director shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy, but may vote mail, electronic mail, and telephonically.

Section 7 Removal of Directors. Any Director may be removed from office by 3/5 of the total Membership. Notice of the proposed removal of a Director must be given to such Director prior to the date of the meeting at which such removal is to be voted upon. Such notice of the Director must state the cause for the proposed removal. Any Director may be removed from office after missing three (3) consecutive meetings within the fiscal year.

Section 8 Vacancies. Any vacancy occurring on the Board by reason of death, resignation or removal of a Director shall be filled by the remaining Directors. Such appointee shall serve during the unexpired term of the Director whose position has become vacant. The Board of Directors may appoint an interim Director to serve until the next Annual Meeting of the Membership.

Section 9 Conflict of Interest. Board members have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest according to Florida Statutes, Chapter 617.0832.

Section 10 Action by Directors Without a Meeting. Action by the Board of Directors may occur, if all members of the Board of Directors participate according to Florida Statutes, Chapter 607.0821.

ARTICLE VI - OFFICERS

Section 1 Officers. The Officers of the Corporation shall consist of: President, Vice President, Secretary and Treasurer. The Board of Directors shall elect officers from members of the Board of Directors.

Section 2 Vacancies. A vacancy occurring in any office shall be filled by the Board.

Section 3 Election. Election of Officers shall take place at the first meeting of the Board of Directors after the Annual Membership Meeting. Newly elected Officers will take office at the end of said meeting. Officers shall serve for a period of two (2) years, or until such time as a successor is elected.

Section 4 Duties of Officers
A. President. The President shall be Chairman of the Board and, as such, shall be the Executive Officer of the Corporation. The President shall preside over all meetings of the Board, and general meetings. He or she

shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect, and shall fix the time and place of all meetings. The President will appoint chairpersons to supervise all standing committees and shall be ex-officio of all standing committees, except the Nominating Committee.

B. Vice President. The Vice President shall assist the President in the discharge of his 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 for any reason.

C. Secretary. The Secretary shall keep minutes of all meetings, attend to all correspondence and file all papers for reference, who also give all notices required by statutes, By-laws or resolution. The secretary will be responsible for keeping up to date membership list.

D. Treasurer. The Treasurer shall have charge of all funds of the Corporation, shall deposit funds in such manner as directed by the Board. Treasurer shall pay bills and give receipts for their payments. Treasurer shall pay by check bills authorized by the Board and shall receive and file vouchers for such payment. The checkbook shall be kept at a central location to be designated by the Board of Directors. Treasurer's accounts and vouchers shall always be open to the Board and Members of the Corporation. A financial report shall be given at each Board and General Meeting. Treasurer's books shall be audited annually as required by state law and DEP guidelines. If a budget is needed, the Treasurer shall be chairman of the budget committee, which shall prepare a tentative budget to be presented to the Board for approval. All operating expenditures not approved in the budget must be approved by the Board. Board will develop financial policies.

ARTICLE VII - COMMITTEES

Section 1 Standing Committees shall be initiated by the President to facilitate the operation of the various functions of the Corporation. A member of the Board will be appointed chairperson and will supervise and coordinate all activities of the committee to which he/she is appointed.

- (a) Underwater Trail Committee will function as a standing committee of the North Florida Springs Alliance for the purpose of line safety and maintenance at Peacock Springs State Park. The committee chair will report all activity to the North Florida Springs Alliance.
- (b) Fauna Count Committee will function as a standing committee of the North Florida Springs Alliance to complete scheduled fauna counts and provide data updates.
- (c) Membership Committee will function to keep the membership data base accurate and membership renewals

Section 2 Ad Hoc Committees shall be initiated by the President to facilitate the operation of the various functions of the Corporation. New committees will be appointed by the President as the need arises.

ARTICLES VIII - MEETING AND MEMBERS

Section 1 Annual Meeting. There will be an Annual Meeting of the Corporation each year at the offices of the Corporation, or at such other location as may be designated by the Board of Directors.

Section 2 Other Meetings. Other meetings shall be held when necessary to conduct business of the Corporation. The President shall set times and dates for Board and General Membership Meetings.

Section 3 Quorum. A quorum for the transaction of business at a Meeting of Members shall consist of all Members in good standing who are present at such meetings.

Section 4 Voting. A vote of a majority of the votes cast by the Members in good standing at a meeting shall be necessary for the adoption of any matter voted upon by the Members. Each Member in good standing shall be entitled to one (1) vote.

Section 5 Notice of Meetings. The Secretary shall give notice of each regular board meeting orally, by mail, or electronically at least 14 days prior to the meeting to each director.

ARTICLE IX - NOTICES

Section 1 Notice. All notices required by law or by present or future rules and regulation of the Corporation given to any Member or Officer of the Corporation shall be given:

- (a) By delivery of the notice to the Member or Officer personally, or by telephone, or
- (b) By U.S. mail delivery addressed to the Member or Officer at his or her address as it appears on the records of the Corporation; with postage thereon prepaid. Electronically via Email address in the membership database.

A statement signed by the Secretary to the effect that such notice has been given in one of the above mentioned forms shall be sufficient evidence of the delivery of said notice.

Section 2 Waiver of Notice. Whenever any notice whatsoever is required to be given under law or under the provisions of the Articles of Incorporation or these By-laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - PROXIES

Members may not vote by proxy.

ARTICLE XI - AMENDMENTS

Section 1 Amendment. These By-laws may be repealed amended, or altered, or new By-laws may be adopted by a majority vote at the Annual Meeting of the Membership upon twenty-one (21) days notice of the proposed amendments.

ARTICLE XII - INTERPRETATION OF BY- LAWS

Section 1 Construction. In case of any doubt or difference of opinion in the construction of these By-laws, it shall be the duty of the Corporation Board to determine the construction thereof and its decision, subject to the applicable law, shall be final.

Section 2 The Members shall be bound by and conform to all of these By-laws, as they exist at the time of their joining the Corporation, or as they may thereafter be changed or amended.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order as revised shall govern the Board of Directors, Officers, Chairmen of various committees, and the Members in all cases to which they are applicable, provided, however, that they do not conflict with By-Laws of the Corporation or with any laws of the State of Florida.

Article XIV – DISSOLUTION

The Dissolution of the Corporation may be accomplished as provided in Section 617.1402, Florida Statutes.

These Bylaws of the North Florida Springs Alliance were approved unanimously by the Board on 01/19/2013.

North Florida Springs Alliance

President

Attest:

Vice-President