

BYLAWS OF FRIENDS OF SILVER SPRINGS STATE PARK, INC.
Revised August 2022

ARTICLE I NAME AND LOCATION

Section 1. The name of this Corporation is Friends of Silver Springs State Park, Inc. (FSSSP).

Section 2. The principal place for the transaction of the business and affairs of the FSSSP shall be in Marion County, Florida, or at such other locations as determined by the Board of Directors (Board), and the principal office for the transaction of its business and affairs shall be at such location as designated by the Board.

ARTICLE II PURPOSE AND OBJECTIVE

Section 1. This corporation is organized under Section 501(c)(3) of the Internal Revenue Code. The purpose for which this corporation is formed is set forth in the Articles of Incorporation.

Section 2. The mission of the Friends of Silver Springs State Park (Park) is to provide support to the Park, enhance public awareness and community involvement, and to protect Park resources.

Section 3. FSSSP shall maintain and adhere to a formal Code of Ethics, which is made available to Membership.

ARTICLE III FISCAL YEAR

Section 1. The fiscal year of the FSSSP shall be the January 1 through December 31. The period of its existence shall be perpetual.

ARTICLE IV MEMBERSHIP

Section 1. Memberships shall consist of any individual(s) or business entity interested in furthering the mission of the corporation and shall be equally available to all persons regardless of race, color, religion, sex, age, disability, or national origin.

Section 2. The FSSSP shall keep a true and accurate membership record listing names and addresses of all Memberships. The records shall be kept by means of physical or electronic records.

Section 3. Memberships are for a one-year period. Membership categories shall be set as General, and Junior. The Board may establish additional categories from time to time. Dues shall be set by the Board; any change in the amount of dues prescribed must be approved by a two-thirds (2/3) vote of the entire Board. Initial dues shall be paid upon application for membership, and renewal dues shall be payable by January 1 of each year.

Section 4. Membership in the FSSSP shall be terminated in any one of the following manners:

(a) By voluntary written resignation accepted by the Board.

(b) By resolution of the Board, 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 resolution of the Board for any violation of these Bylaws, or any rules or regulations adopted by the FSSSP, as determined by a majority vote at a regular or special meeting of the Board at which a quorum is present.

(d) By voluntary or involuntary dissolution of the Membership, if the Membership is a corporation, firm, or other business entity.

(e) Nonpayment of dues.

Upon termination of Membership, all rights, titles, and interests which a Membership may have had or acquired in the FSSSP shall immediately cease, including, without limitation, the right to vote and

otherwise participate in the FSSSP. Notwithstanding the foregoing, before any Membership is terminated against a Membership's will, he/she shall be given an opportunity to be heard by the Board, and final determination shall be upon a majority vote of the General Membership.

Section 6. Should any Membership of the FSSSP be a partnership, association, or corporation, it shall designate the name of the person authorized to represent it in its relations with the FSSSP and may change such representative by written notice delivered to the FSSSP. Each membership of the FSSSP shall have one representative and one vote.

Section 7. Except as otherwise provided herein, Membership is not transferable or assignable.

Section 8. No Membership shall have any vested right, interest, or privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any rights, interests or privileges which may be transferable or inheritable, or which shall continue if his/her Membership ceases, or while he/she is not in good standing.

ARTICLE V FUNDS

Section 1. All monies received by the FSSSP shall be used and administered for the purposes set forth in Article IV of the Articles of Incorporation of the FSSSP and the Bylaws, as the Board may from time to time determine. All determinations of the Board concerning the expenditures of funds shall be final and conclusive.

The Board shall designate the bank or banks where the funds are held, and all the management of income and expenditures shall be in accordance with the established Financial Policy.

ARTICLE VI Board of Directors

Section 1. The business and property of the FSSSP shall be managed by the Board, consisting of not less than five (5) nor more than fifteen (15) Directors who shall be Memberships in good standing, and be approved Park volunteers.

Section 2. The Board shall have control and management of the affairs of the FSSSP, with authority to engage and discharge employees and agents of the FSSSP, fix salaries, admit, suspend, or expel memberships, create, and appoint committees, and do everything necessary and desirable in the conduct of the business of the FSSSP, and in accordance with the Bylaws.

Section 3. 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.

Section 4. The Board 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 FSSSP and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or other person shall have the power or authority to bind the FSSSP by any contract or engagement to pledge its credit or to render it liable

Section 5. Election of Board Members: The Chair of the Nominating Committee shall submit a Board approved slate of candidates to be voted on by the membership, either in person, in writing or by electronic means as determined by the Board. All candidates must have agreed to serve, prior to their names being placed before the Board for consideration. Should there be more candidates than open seats, the vacated board positions will be filled by the candidates with the highest number of votes.

Section 6. The Directors shall serve for a term of two (2) years and may serve no more than three (3) consecutive two (2) year terms unless there are vacancies on the board that will not allow the Board to maintain the minimum number of members which is Five(5).

Section 7. Each member of the Board shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 8. Any Director may be removed from office, with or without cause, by a majority vote of the Members at any meeting of the membership of the Corporation at which a quorum is present.

Section 9. The Board shall elect a Director to replace a vacancy which occurs on the Board by reason of death, resignation, or removal. Such Director shall serve the unexpired term of the Director whose position has become vacant.

Section 10. The Board may authorize the FSSSP to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer or employee of the FSSSP in an action brought by a third party against such person (whether or not the FSSSP is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the FSSSP or by both; provided the Board determines in good faith that such director, officer or employee was acting in good faith within what he/she reasonably believed to be the scope of his/her employment or authority and for a purpose which he/she reasonably believed to be in the best interest of the FSSSP or its members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action.

Section 11. An Annual Meeting of the Board shall be held for the purpose of approving the annual budget and any other business. Regular meetings, in addition to the Annual Meeting, may be established by action of the Board. Notice of all Board meetings shall be given to the directors at least two (2) days before the meeting

Section 12. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment. Meetings of the Board may be called by the President or any two (2) Directors. The Directors may participate in a meeting of the Board either in person or by electronic means.

Section 13. Any action required to be taken outside a meeting of the Board, may be taken without a meeting if all Board members are notified by email. A vote of a majority of Board members regarding the action is required to approve.

Section 14. Silver Springs State Park (SSSP) employees are encouraged to take active roles in supporting and assisting CSO projects and activities, however, no SSSP employee shall serve on the Board as a voting member.

ARTICLE VII OFFICERS

Section 1. The officers of the FSSSP shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected by the Directors at the Annual Meeting of the Board. All such officers shall be members of the Board

Section 2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, immediate Past President or one additional board member elected by the Board for a one-year term.

Only one member of a household shall be eligible to serve on the Executive Board at any given time.

Section 3. The immediate Past President, if available, may serve as a voting Board member for a period of one year after the completion of his/her term as president.

Section 4. Officers shall serve for a period of two (2) years or until such time as a successor is elected and/or until earlier resignation, death, or removal. Any officer elected may be removed by a majority vote of the Membership if, in their judgment, the best interests of the FSSSP will be served.

Section 5. The Board shall elect an officer to fill a vacancy in an office. An officer elected to fill a vacancy shall serve the unexpired term of his or her predecessor.

Section 6. A record of the Officers' duties shall be maintained by the President and/or Secretary.

Section 7. Where a conflict of interest exists, the Director with the conflict shall abstain from voting on any such actions.

ARTICLE VIII MEETING OF THE MEMBERSHIP

Section 1. There shall be an Annual Meeting of the Membership of the FSSSP at such time and place as the Board may designate.

Section 2. Special meetings of the Members may be called by any Officer of the Board, at such time and place as the persons calling the meeting shall designate.

Section 3. Written, electronic or printed notice stating the place, day, and hour of the Annual Meeting, and in the case of a special meeting, the purpose, or purposes for which the meeting is called, shall be delivered no less than ten (10) days before the date of the meeting

Section 4. A quorum for the transaction of business at a meeting of Membership shall be ten (10) Memberships. The vote of a majority of the Membership present (or by written Proxy) shall be necessary for the adoption of any matter. Each membership shall be entitled to one (1) vote.

ARTICLE IX COMMITTEES

Section 1. The Board, as it may determine to be necessary, shall establish committees, either Standing or Ad hoc. The Board shall appoint the Chair of the Committee and shall approve committee members. For each committee, a Director shall function as the committee liaison.

Section 2. The Chair shall be responsible to update the designated Board Member for that committee.

Section 3. Notices: All committee members shall receive notices of meetings (held in person or electronically) in accordance with Article X Notices.

ARTICLE X NOTICES.

Section 1. All notices required by law, by these Bylaws or by present or future rules and regulations of the FSSSP shall be in writing and shall be given:

(a) By delivery of the notice to the Membership personally, orally, electronically or

(b) By delivery by first class mail addressed to the address as it appears on the records of the FSSSP, with postage thereon prepaid.

ARTICLE XI RECORD RETENTION

Section 1. Records of the Corporation shall be maintained in accordance with the Record Retention Policy.

ARTICLE XII PROXIES

Section 1. A member may vote by proxy executed in writing by the member and delivered to the Secretary prior to the vote to be taken. No proxy will be valid after the duration of eleven (11) months from the date on the proxy.

Section 2. There shall be no proxies for Directors.

ARTICLE XIII AMENDMENTS

Section 1. These Bylaws may be repealed, amended, revised, or altered or new Bylaws may be adopted by a two-thirds (2/3) vote at any meeting of the Board.

ARTICLE XIV INTERPRETATION OF BYLAWS

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

Section 2. The Memberships shall be bound by and conform to all these Bylaws, as they exist at the time of their joining the FSSSP, or as they may thereafter be changed or amended.

ARTICLE XV DISSOLUTION

Section 1. Dissolution of the FSSSP may be accomplished as provided in Article VI of the Articles of Incorporation.

These Revised Bylaws of Friends of Silver Springs State Park, Inc., were approved and adopted by the Board on

September 1, 2022

Friends of Silver Springs State Park, Inc.



President

Attest:



Secretary

Prepared by MJ Walsh with Jill Schwartz