

Bylaws
of
Friends of the Islamorada Area State Parks, Inc.
Final
Last Revision June 2018

Article One - Organization

1. The name of the Corporation shall be Friends of the Islamorada Area State Parks, Inc.
2. The purpose of the Bylaws shall be to establish policy for the Corporation, including membership, address issues of possible conflict, assure the continuity of successful operation, and all other legal purposes.
3. The Corporation shall have a seal.
4. The Corporation may at its pleasure, by a vote of the Board of Trustees, change its name.

Article Two - Purposes

1. The following are at the purposes for which this Corporation has been organized. The general nature of the business to be transacted by this not-for-profit corporation is:
 - a. To function as a support group and association to the Islamorada area state parks, outlined as: Lignumvitae Key State Botanical Park, Indian Key State Park, Shell Key State Preserve, Windley Key Fossil Reef Historic Geological Preserve State Park, Long Key State Park, San Pedro Underwater Archaeological Preserve, Curry Hammocks State Park, and Florida Keys Overseas Heritage Trail.
 - b. To assist the State of Florida Department of Environmental Protection with preservation, conservation, and maintenance of the site listed above.
 - c. To increase public awareness of the above sites through special functions, advertising, educational programs, docent programs, sale of materials, etc.
 - d. To adopt a philosophy and objectives consistent with the goals of the State Park system and in the best interests of the State.
 - e. To help implement approved scientific research projects.
2. No part of the earnings of the Corporation shall benefit solely any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no members, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
3. No part of the activities of the Corporation shall carry on propaganda, or otherwise attempt to influence legislation (including the publication or distribution of statements) except in support of Islamorada area state parks' concerns. Friends of the Islamorada Area State Parks may not participate in any political campaign on behalf of any candidate for public office.

4. As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers:

- a. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer by judicial order or decree, or otherwise for any of its objects and purposes, any property, both real and personal of whatever kind, nature, or description and wherever situated.
- b. To see, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by the Board of Trustees.
- c. To borrow money, and from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, where it may be situated, whether now owned or hereafter to be acquired.
- d. To invest and reinvest funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contain in any bequest, devise, grant, or gift.
- e. In general, to exercise such other powers now are or hereafter may be conferred by law upon a Corporation organized for the purposes herein above set forth, or necessary or incidental to the powers conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

Article Three - Membership

1. Membership in the Corporation shall be open to any person interested in the objects for the Corporation is organized.
2. The Board of Trustees shall establish various classes of membership in the Corporation and shall set the requirements, including the amount of donation necessary to qualify for each membership class.
3. Until such time as the Board of Trustees shall establish different membership requirements without amendment of the Bylaws, members of the Corporation shall be classified and qualified as follows:

Individual
Family
Volunteer
Life
Corporate

4. Dues shall be payable on the date of admission to membership and thereafter by a date specified by the Board of Trustees.

5. Withdrawal of members, suspension, reinstatement. Any member may withdraw membership by presenting a written resignation to the Secretary of the Board of Trustees. Members shall have no voting power unless current in dues.

Article Four - Meetings

1. General Meetings. The annual membership meeting of this Corporation shall be held during the first quarter of each year. The Secretary shall notice every member in good standing at his address as it appears in the membership roll a notice including the time and place of such annual meeting. Other membership meetings may be held during the year.

Article Five - Voting

1. Election of the Board of Trustees shall be made by a majority of the members present at the Annual Meeting.
2. Nominations from the floor will be accepted at the Annual Meeting.
3. Each membership category in good standing shall have one (1) vote, except the family membership category, which will be entitled to two (2) votes.

Article Six - Order of Business

1. Roll call of Trustees
2. Approval of the minutes of the preceding meeting
3. Treasurer's report
4. Reports of committees
5. Reports of officers
6. Old and unfinished business
7. New business
8. Comments and announcements
9. Adjournment

Article Seven - Board of Trustees

1. Number: The business of this Corporation shall be managed by a Board of Trustees consisting of at least five (5) members, which shall include the officers of this Corporation. Only one (1) member of a household, family, or relationship shall serve on the board.
2. Method of Election: The Trustees chosen for the ensuing year shall be chosen at the Annual Meeting of this Corporation. They shall serve for a term of one (1) year.
3. Powers and Duties. The Board of Trustees shall have the control and management of the affairs and business of this Corporation. Such Board of Trustees shall only act in the name of the Corporation, and it shall be regularly convened by its President after due notice to all the trustees of such meeting . The Board of Trustees may make such rules and regulations as it may, in its discretion, determine necessary.
4. Quorum. A majority of the members of the Board of Trustees shall constitute a quorum.
5. Voting: Each Trustee shall have one (1) vote and such voting may not be done by proxy. All voting rights shall be vested exclusively in the members of the Board of Trustees. Under special circumstances, with the approval of the officers, voting may be done by phone. Emergency expenditures, initiated by the President, may be voted on electronically by the Board and will be discussed at the following Board meeting, for an official part of the record of the minutes.
6. Vacancies: Vacancies of the Board of Trustees shall be filled by a vote of the majority of the remaining members of the Board of Trustees for the balance of the term vacated.
7. Officers: The officers of the Corporation, by virtue of their duties, shall be officers the Board of Trustees.
8. Removal: A trustee may be removed when sufficient cause exists for such removal.

Article Eight - Officers

1. Officers; Officers of the Board of Trustees shall be elected annually by the Board at the first meeting following the annual meeting. The current officers of this Corporation are as follows:

President
Vice President
Secretary
Treasurer

2. Duties of the President: The President shall preside at all meetings of the Corporation and of its Board of Trustees, shall have general supervision of the business and affairs of the Corporation subject to the control of the Board of Trustees, shall have all powers and duties usually incident to the office of President in similar Corporations, and shall perform such other duties as may be required by the Bylaws of the Board of Trustees.
3. Duties of the Vice President: The Vice President, in the absence of the President, or in case of the inability of the latter to act, or in case of vacancy in the office of President, shall perform the duties and exercise the powers of the President.

4. Duties of the Secretary: The Secretary shall have charge of the records of the meetings of the Corporation and of its Trustees, shall make a timely report at the general meetings of the Corporations and shall perform such other duties as are usually incident to the office of Secretary in similar Corporations.

5. Duties of the Corresponding Secretary: the Corresponding Secretary The secretary shall acknowledge and respond to significant correspondence, gifts, or service and shall write special letters to members or other communications at the direction of the Board.

6. Duties of the Treasurer: The Treasurer shall have custody of the monies of the Corporation and shall collect the same as prescribed by the Board of Trustees, shall keep accurate accounts of all monies received by or on behalf of the Corporation, shall make a report thereon at the general meetings of the Corporation and to the Board of Trustees from time to time as required by the Board, and shall perform such other duties as are usually incident to the office of Treasurer in similar Corporations or as required by the Board of Trustees.

7. Officers/Members of the Board: Officers, by virtue of their office, shall be members of the Board of Trustees.

8. No Compensation. No officer shall for any reason of the office be entitled to receive any salary or compensation, but other herein shall be construed to prevent an officer or trustee from receiving any compensation from the Corporation for duties other than as trustee or officer.

Article Nine - Salaries and Employees

The Board of trustees shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conducted of the business of the Corporation.

Article Ten - Committees

All committees of the Corporation shall be instituted by the President.

Article Eleven - Dues

The dues of this Corporation shall be set by the Board of Trustees.

Article Twelve - Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Board of Trustees present at any Board meeting, provided a quorum is present. Written notice of the change must be given to the Board of Trustees.

Article Thirteen - Annual Audit

Florida Statutes, Chapter 16D-2.012, Section 4, Sub A: Each citizen support organization shall cause an annual special report of its financial accounts which ensures compliance with the financial aspects of the agreement which contains the Audit Committee's report.