

BYLAWS

FRIENDS OF GUANA TOLOMATO MATANZAS NATIONAL ESTUARINE RESEARCH RESERVE, INC.

ARTICLE I – DEFINITIONS

“Corporation” means Friends of Guana Tolomato Matanzas National Estuarine Research Reserve, Inc. (hereinafter called FOR) the official Citizen Support Organization of FOR, and “Board” means Board of Directors of FOR.

ARTICLE II - PURPOSE

This Corporation is formed for civic purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954, and in this connection to enlist support for the GTM NERR’s goals and programs. Its purpose is to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money or items of value; promote academic, archaeological, cultural, historical and scientific resources and research; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the GTM NERR of the Florida Department of Environmental Protection, Office of Coastal and Aquatic Managed Areas, and programs thereof.

Further, the purpose is to act in compliance with Florida Statute 258 and the Citizen Support Organization agreement with the Florida Department of Environmental Protection.

ARTICLE III – PRINCIPLE OFFICE

The principle office and place of business shall be 505 Guana River Road, Ponte Vedra Beach, Florida, 32082.

ARTICLE IV - MEMBERS

MEMBERS. All interested persons (individuals, partnerships or corporations) subscribing to the purposes of the Corporation may become members upon payment of annual dues in the amount established from time to time by the Board. Members whose annual dues remain unpaid for 90 days after the renewal date shall be deemed to have resigned upon the due date. Any member may resign by filing a written resignation with the secretary.

MEMBERSHIPS. The Board shall establish, define or modify categories of membership and the dues, rights and privileges of each category. The Corporation shall keep a true and accurate membership record listing names and addresses of all members.

ARTICLE V - BOARD OF DIRECTORS

GENERAL. The business and affairs of the Corporation shall be managed and controlled by the Board.

NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE. The number of directors of the Corporation shall not be less than 5 nor more than 18. The Board shall fix the number of directors from time to time. Directors shall be members of the Corporation. Directors shall be elected at the annual meeting of the Board from a slate presented by the nominating committee. The terms of the directors shall be three (3) year terms that are staggered so that the term of one third of the directors shall expire each year. A director may serve a limit of two consecutive terms.

QUORUM. Fifty percent (50 %) of the current Board shall constitute a quorum for the transaction of business.

MANNER OF ACTING. Except as otherwise expressly required by law, the Articles of Incorporation, or these bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Each director shall have one vote. Voting by proxy shall not be permitted.

ATTENDANCE. Any member of the Board who has unexcused absences from two consecutive meetings shall cease to be a member of the Board. The Board may vote to waive this requirement in a specific case.

VACANCIES. Any vacancy on the Board may be filled for the unexpired term by a majority affirmative vote of the remaining directors. Each director so chosen shall hold office until the expiration of the unexpired term for which he or she was so chosen.

PLACE OF MEETINGS. Meetings of the Board may be held at such time and place within or without the State of Florida as they may from time to time determine.

REGULAR MEETINGS. Regular meetings of the Board shall be held at least quarterly.

SPECIAL MEETINGS. Special meetings of the Board shall be held at the request of two (2) of the directors. The secretary shall give notice of each special meeting by contacting each director at least forty-eight (48) hours before the meeting. Any director may waive such notice. Unless otherwise indicated in the notice, any business may be transacted at a special meeting.

ANNUAL MEETING. The annual meeting of the Board shall be held each year, at such time, day, and place as shall be designated by the Board.

ARTICLE VI - OFFICERS & DUTIES

OFFICERS. The officers of the Board shall be a president, vice-president, secretary and treasurer. The officers shall be elected at the annual meeting of the Board and the term of office shall be for one year. An officer may not serve more than two (2) consecutive years in the same office.

DUTIES.

The *president* shall preside at all meetings of the Board; shall have general supervision of the business and affairs of the Corporation subject to the direction of the Board; shall have such other powers and duties as are usually incident to such office and as may be vested in him/her by these bylaws or the Board.

The *vice-president*, in the absence of the president, or in case of a vacancy in the office of president, shall perform the duties and exercise the powers of the president and shall perform such other duties required by the bylaws or the Board. A vice-president shall perform such other duties as from time to time may be assigned to him/her by the president or the Board.

The *secretary* shall have charge of the records of the meetings of the Board; and shall perform such other duties usually incident to the office of secretary in similar corporations or required by the bylaws of the Board. In the absence of the secretary from any meeting a temporary secretary, designated by the person presiding at the meeting, shall perform the duties of the secretary.

The *treasurer* shall have custody of the monies of the Corporation and shall collect and disburse the same as prescribed by the Board; shall keep accurate accounts of all monies received or expended by or on behalf of the Corporation and, shall make reports thereon at the annual meeting of the Board; and shall perform such other duties usually incident to the office of treasurer in similar corporations, or required by the bylaws or the Board.

ARTICLES VII- COMMITTEES

EXECUTIVE. The executive committee shall consist of the officers of the Board. It shall meet on the call of the president or at the request of two or more executive committee members. It shall have authority to act on operational matters not involving the creation or change of policy or the election of officers. Fifty percent (50 %) of the members of the executive committee shall constitute a quorum for the transaction of business.

NOMINATING. The president shall appoint a nominating committee of three (3) from the Board, one of whom shall serve as chairman of the committee. The committee shall present a slate of officers and directors for election at the annual Board meeting. The Board shall receive notification of the proposed slate at least ten (10) days prior to the election.

FINANCE. The treasurer shall serve as chairman of the finance committee, which shall oversee the finances. Anyone else involved in money matters shall also serve on this committee as determined by the Board.

OTHER COMMITTEES. The president and/or the directors may from time to time establish such other standing or *ad hoc* committees as shall be determined to be necessary or appropriate for the conduct of the Board's activities.

ARTICLE VIII – REMOVAL FOR CAUSE

Any officer, member of the Board or member of the Corporation may be removed or expelled for cause from his or her position or from membership in the Corporation by a two-thirds affirmative vote of the Board.

ARTICLES IX – CONTRACTS, CHECKS, DEPOSITS, & FUNDS

GENERAL. Unless the Board authorizes some other arrangement, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the treasurer and by one other officer of the Board. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall be signed by such officers or agents as the Board shall direct, and, in any event, they may be signed by any two (2) officers of the Board. The Board may authorize one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or do other acts or things on behalf of the Corporation, including any required or appropriate dealings with governmental authorities.

DEPOSITS. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE X - CONFLICTS OF INTEREST

Should any member of the Board have a conflict of interest on any matter to be voted upon by the Board, he or she shall be required to abstain from the vote. The secretary will show such abstention in the minutes.

ARTICLE XI - SEAL

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation and the words "State of Florida."

ARTICLE XII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in the following year.

ARTICLE XIII - AMENDMENTS

The bylaws may be amended by the affirmative vote of a two-thirds majority of the Board at any board meeting. All proposed amendments must be transmitted in writing to the Board at least ten (10) days prior to the meeting at which a vote on the amendments will take place.

ARTICLE XIV – PROCEDURE

In procedural matters not covered by these bylaws, *Robert's Rules of Order, Newly Revised* shall govern.

These Bylaws accepted and approved 8/11/2004