

Retyped March, 2011

By-Laws of The Friends of Washington Oaks Gardens State Park, Inc.

Article I- Name and Location

Section 1 The name of this corporation is the Friends of Washington Oaks Garden State Park, Inc.

Section 2 The principal place of the transactions of the business and affairs of the Corporation shall be in Flagler County, Florida, or at such other location as determined by the Board of Directors and the principal office for the transactions of it's business and affairs shall be at Washington Oaks Garden State Park.

Article II-Purpose and Objectives

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

Section 1 To act as a non-profit corporation which will function as a Citizen Support Organization, as such organization is defined and regulated by the Department of Environmental Protection in order to generate and employ additional resources and support for and in the best interests of the Friends of Washington Oaks Gardens State Park, Inc., through events and activities, including but not necessarily limited to the following: work for the preservation, protection, interpretation and promotion of Washington Oaks Gardens State Park and Favor-Dykes State Park; 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 Washington Oaks Gardens State Park and Favor-Dykes State Park.

Section 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 or its successor, including without limitation, those activities expressly prohibited under Section 617.0835, Florida Statutes or its successor.

Section 3 The purpose of this corporation is to act as a 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 distributed to its Members, Directors, or Officers.

Section 4 This Corporation shall be non-discriminatory, non-partisan, non-sectarian, and shall not sponsor or support any political candidates.

Article III-Membership

There shall be a minimum of four classes of membership in the Corporation. Additional classes of membership may be created by the Board at a duly noticed meeting. Each member shall be entitled to one vote.

Section 1 Regular Membership. Regular members shall consist of individual persons.

Section 2 Corporate Membership. Corporations, businesses, partnerships or other organizations may become Corporate Members. Corporate Members are entitled to one representative and one vote on any issue brought before the general membership.

Section 3 Honorary Membership. Individual persons approved by the Board as Honorary Members. Honorary Members shall pay no dues, but shall be entitled to the same rights and privileges as Regular Members.

Section 4 Honorary Corporate Membership. Corporations, businesses, partnerships or other organizations may become Honorary Corporate Members. Honorary Corporate Members shall pay no dues, but shall be entitled to the same rights and privileges as Corporate Members.

Section 5 Enrollment. The Corporation shall keep an accurate and up-to-date list of the names and addresses of all Members.

Section 6 Termination of Membership. Before any Membership shall cease against a Member's will, he or she shall be given an opportunity to be heard by the Board, unless absent from Flagler County at the time of termination. Membership in this Corporation shall be terminated in any one of the following manners:

- (a) By voluntary written resignation by the Member.
- (b) By a majority vote at a meeting of the Board of Directors in which a quorum is present, for any violation of these by-laws, or any rules or regulations adopted by this Corporation. Notice must be mailed to the Member and to all members of the Board of Directors a minimum of ten (10) days prior to any meeting in which a member will be considered for termination. Notice must state the member's name and reason for consideration of termination.
- (c) In the case of Corporate Membership, by voluntary or involuntary dissolution of the business, corporation, firm, partnership, organization or other business entity.

Section 7 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. 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.

Section 8 Corporate Members. Any Corporate Member 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 Corporate Member of the Corporation shall have but one representative.

Section 9 Membership Not Transferable. Except as otherwise provided herein, membership is not transferable.

Section 10 Reinstatement. Any person or entity having been terminated from membership 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, or other financial obligations previously owed the Corporation by the terminated Member along with any dues required for the period in which such reinstatement becomes effective.

Section 11 Good Standing. No member shall be considered to be in good standing if delinquent in any financial obligations to the Corporation. Members who are not in good standing have no rights of membership in this Corporation, including the right to voice, vote, hold office or participate in organizational meetings and events.

Section 12 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.

Article IV- Funds

Section 1 The Fiscal year of the Corporation shall be from July 1 through June 30.

Section 2 All monies received by the Corporation shall be used and administered for the benefit of the Corporation.

Section 3 Designation of the Depositories. The Board shall designate the bank or banks for depository and drawing purposes.

Section 4 Dues. Dues are to be paid annually from the date of joining. Amount to be established by the Corporation Board. New Members applying for Membership shall submit dues with the membership application. Members shall become delinquent in the payment of dues if not paid within 60 days. Any member who is delinquent in the payment of dues will automatically lose all rights to Membership. Anyone who has not paid his/her dues within 90 days will be dropped from the Membership Roll.

Article V-Management

Section 1 Management of Corporation. The business, property and affairs of the Corporation shall be managed by the Officers and Board of Directors of the Corporation. The Board of Directors shall have the authority to engage and discharge employees and agents of the Corporation, admit, suspend, or expel Members, create and appoint committees, expend funds and to do everything necessary and desirable to conduct the business of the Corporation, in accordance with these By-laws.

Section 2 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.

Article VI-Directors and Officers

Section 1 Directors. There shall be eleven (11) Directors. Directors shall serve a two (2) year term. Six (6) will be elected in the Even Years and five (5) will be elected in the Odd Years at the Annual Meeting. Directors shall be elected by a majority vote of the Members present and in good standing at the Annual Meeting.

Section 2 Officers. The Officers of the Corporation shall consist of: President, Vice President, Secretary and Treasurer.

Section 3 Election. Election of Directors will take place at the Annual Membership Meeting in February. 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 one (1) year, or until such time as a successor is elected. A Nominating Committee of three (3) shall be appointed by the Board of Directors on or before October 1st for the purpose of nominating new Directors, reporting the slate of Directors to the Corporation Board prior to December 1st of each year.

Section 4 Voting. Each Director shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy.

Section 5 Removal of Directors. Any Director may be removed from office by a majority vote of the Membership present at any meeting of the membership of the Corporation. 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 to the Director must state the cause for the proposed removal. Any Director may be removed from office by a majority vote of the Board of Directors after two unexcused

absences within the fiscal year. The Board will determine if the absence of a Director from a meeting is excused.

Section 6 Vacancies. Any vacancies occurring on the Board by reason of death, resignation, or removal of a Director shall be filled by any member of the Corporation in good standing. 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. A vacancy occurring in any office shall be filled by the Board.

Section 7 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.

Section 8 Vice President. The Vice President shall assist the President in the discharge of their 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.

Section 9 Secretary. The Secretary shall keep accurate minutes of all meetings, attend to all correspondence, file all papers for reference and give all notices required by statutes, By-Laws or resolution. The Secretary shall be responsible for developing and distributing the ballot for the election of Officers and Directors.

Section 10 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 by the Treasurer but may be temporarily turned over to any Board Member at the discretion of the President when the Treasurer will be away from Flagler County. Treasurer's accounts and vouchers shall always be open to the Board and Members of the organization. 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. All disbursement checks shall require signatures of two of the following: Treasurer, President, Secretary, Vice President.

Section 11 The Corporation Board shall be empowered to transact any and all business of the Corporation of the Friends of Washington Oaks Gardens State Parks, Inc.

and shall control funds of the organization and shall consider and decide all questions of policy.

Article VII-Committees

Section 1 Standing Committees shall be initiated by the President to facilitate the operation of the various functions of the Friends of Washington Oaks Gardens State Park, Inc. A member of the Corporation will be appointed chairperson and will supervise and coordinate all activities of the committee to which he/she is appointed.

- (a) Membership Committee shall answer all requests for information regarding membership in the Friends of Washington Oaks Gardens State Park, Inc., shall mail dues notices to all current members when due, shall forward all membership dues received to the Treasurer for deposit into the appropriate account, shall maintain a listing of all members including their membership category and standing, and maintain a mailing list of all members.
- (b) Fundraising Committee shall work to generate additional resource by sponsoring fundraising activities and events, applying for appropriate grant money and assisting the Membership Committee in generating membership growth.

Section 2 Ad Hoc Committees may be initiated by the President or Board of Directors to facilitate the operation of the various functions of the Friends of Washington Oaks Gardens State Park, Inc. New committees will be appointed by the President as the need arises.

Article VIII-Meetings and Members

Section 1 Meetings. The Annual General Meeting of the Corporation shall be held in February of each year. Other meetings of the Membership and Board of Directors shall be held when necessary to conduct business of the Corporation. The President shall set times and dates for Board and General Membership Meetings. The Board of Directors will meet no less the bimonthly. Notice of all meetings shall be posted at Washington Oaks Gardens State Park. All meetings shall be open to Members of the Corporation and to the general public. Only members of the Board of Directors may vote at a meeting of the Board of Directors.

Section 2 Quorum. A quorum for the transaction of business at a Meeting of the General Membership shall be no less the five (5) Members in good standing one of which must be an officer of the Corporation. A quorum for the transaction of business at a Board of Directors meeting will be five (5) Directors one of which must be an Officer of the Corporation.

Section 3 Voting at General Membership and Board Meetings. A majority of the votes cast by the Members in good standing present 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 4 Absentee Ballots. Absentee ballots are not authorized.

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 Members 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.

A statement signed by the secretary or a designee 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 of 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 By-Law Amendments. In order for these By-Laws to be amended, a typed copy of the proposed amendment(s) must be filed with the Secretary no less than forty-five (45) days prior to the Annual Meeting for the amendment to be considered. The request for proposed amendment(s) must be signed by no less than five (5) members in "Good Standing" with the Corporation.

Section 2 Amendment Process. Properly proposed amendments to these By-Laws must be placed on the agenda for a duly called General Membership Meeting. A majority vote of the members attending such meeting is required to pass any proposed By-Law

amendment. The Secretary must see that a copy of any properly submitted By-Law amendment is distributed to the General Membership no less than twenty-one (21) days prior to the General Membership Meeting in which it will be voted upon.

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-Dissolution

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

Article XIV-Parliamentary Authority

The general principles contained in Robert's Rules of Order as revised shall guide the Board of Directors, Officers, Chairpersons of various committees, and the Members of the Corporation in addition to any laws of the State of Florida.

These Articles were adopted on August 25th, 1998, by the Board of Directors.

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*Article 1-Section 1, name change

ratified Feb-2007

*Article IV-Section 4, dues

ratified 2-13-2008

* Article II-Section 1, addition of Favor-Dykes

ratified 2-23-2011

*Article VI-Section 1, Directors

ratified 2-23-2011

