

BYLAWS
Friends of Pinellas Master Naturalists, Inc.

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BYLAWS
Friends of Pinellas Master Naturalists, Inc.
A Non-Profit Corporation

ARTICLE 1: NAME

The name of this corporation is: FRIENDS OF PINELLAS MASTER NATURALISTS, INC., referred to as the "Corporation."

ARTICLE 2: OFFICES

The principal office of the Corporation shall be located at. 10768 118th Street North, Seminole, FL 33778. The Corporation may have such other offices as the Board of Directors may determine from time to time.

ARTICLE 3: CORPORATION PURPOSE

Support the mission and goals of the Florida Master Naturalist Program by offering sound environmental stewardship, promoting passive recreation and appreciation of Florida's natural environment, providing environmental education outreach including encompassing wildlife and habitat, and promoting sustainable environmental practices;

Acquire materials, supplies, equipment and/or labor to support the Corporation's operational, educational, and maintenance projects, which may be retained by the Corporation, or donated to the Florida Master Naturalist Program; and

Encourage and facilitate private and public financial contributions in order to offer or enhance educational, operational, and maintenance projects.

The Corporation will qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code as amended or any corresponding provision of any subsequent federal laws covering the distribution to a Corporation qualified as tax exempt. This Corporation is to exist in perpetuity.

ARTICLE 4: PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, now existing or hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in the Article III hereof. Less than 1% of the activities of the Corporation may be for the use of propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: MEMBERSHIP

Section 1. Eligibility: All interested individuals who subscribe to the purposes of the Corporation shall be eligible for membership (“Member”).

Section 2. Membership Classes: There may be several classes of membership as determined by the Board of Directors. The Board of Directors may elect continuing honorary members.

Section 3. Membership Dues: Annual dues shall be set by the Board of Directors. Only Members whose annual dues are current shall be considered to be in good standing and shall be eligible to participate in business meetings and serve in any of the Corporation’s elective or appointed positions.

Section 4. Commencement of Membership: The membership year shall commence in the month during which the membership application and annual dues are received.

Section 5. Resignation: A Member may resign by filing a written resignation with the Corporation secretary. Any Member whose annual dues remain unpaid for 180 days after expiration of membership shall be deemed to have resigned upon the due date. The Board of Directors, by affirmative vote of a majority of all members of the Board, may suspend or expel a Member upon notice.

Section 6. Non-Discrimination: Membership is open to all eligible persons without regard to race, color, national origin, religion, gender, disability, marital or veteran status, or any other legally protected status.

ARTICLE 6: BOARD OF DIRECTORS

Section 1. General Powers: The affairs of the Corporation shall be managed by its Board of Directors (the “Board”).

Section 2. Number, Tenure, and Qualifications: There shall be neither more than fifteen nor less than five Directors on the Board at any given time. Directors will be elected on a staggered basis, with 1/3 voted in annually. They will be chosen from the general membership and may be proposed by any Member, by self-nomination, or by a Director. Directors shall serve for a term of two (2) years. If vacancies exist at the time of the annual meeting additional Directors may be elected by the membership to bring the total number of Directors to fifteen. Directors must have either successfully completed at least one module of the Florida Master Naturalist Program or have instructed at least one Florida Master Naturalist Program module.

Section 3. Board Decisions: The Board shall have control of and management of the affairs and business of the Corporation. The authority to authorize the expenditure of Corporation funds is exclusively that of the Board. The act of a majority of the Directors present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 4. Resignation and Removal: A Director may resign at any time by delivering written notice to the Board. Any Director may be removed without cause if such removal is approved by an affirmative vote of two-thirds (2/3) of the Directors present at a meeting of the Board. Directors who have missed more than four (4) meetings during any twelve (12) month period may be removed by majority vote of the Board.

Section 5. Vacancies: Any unplanned vacancy occurring in the Board, and any directorship to be filled by reason of an increase in the number of Directors, may be filled by

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majority vote of the Directors at a scheduled Board meeting. A Director appointed to fill a vacancy shall serve for the unexpired term of the vacancy.

Section 6. Compensation: Directors shall receive no compensation for their services as Directors. The Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by Directors performing duties as Directors.

ARTICLE 7: OFFICERS

Section 1. Officers: The Corporation shall have officers, including a president, one or more vice-presidents (the number to be determined by the Board), a secretary; a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable. Officers shall have the authority and perform the duties prescribed from time to time by the Board. An officer, in the same position, may not serve for more than three consecutive terms without Board approval.

Section 2. Election and Term of Office: The officers of the Corporation shall be elected annually by the Board at its first meeting following the annual membership meeting. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his/her successor has been duly elected unless removed by majority vote of the Directors.

Section 3. Removal and Vacancies: Any officer elected or appointed by the Board may be removed by majority vote of the Directors whenever, in their judgment, the best interests of the Corporation would be served. Such removal shall be without prejudice to the contract rights if any, of the officer so removed. A vacancy in any office because of death, resignation, removal or otherwise may be filled by a majority vote of the Directors for the unexpired portion of the term.

Section 4. President: The president shall be the executive officer of the Corporation and shall have control and supervision of the affairs of the Corporation, as directed by the Board. The president shall preside at all meetings of the Members and of the Board and shall perform all duties evident to the office as prescribed by the Board, including the receipt and deposit of Corporation funds. The president will have served on the Board for at least one year prior to election.

Section 5. Vice-President: In the absence of the president or in the event of the president's inability or refusal to act, the vice-president shall perform all the duties of the president, and in so acting the vice-president shall have all of the powers of the president. The vice-president shall perform all other duties as prescribed by the Board.

Section 6. Secretary: The secretary shall keep the minutes of the meetings, serve notices as required by these Bylaws or law, be custodian of the Corporation records, and perform other duties as prescribed by the Board.

Section 7. Treasurer: The treasurer shall keep the Corporation accounting records, prepare financial statements, and be responsible for the timely filing of reports or returns required for the Corporation to obtain and maintain tax exempt status under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, receive and deposit Corporation funds, and perform other duties as prescribed by the Board.

ARTICLE 8: COMMITTEES

Section 1. Committees of Directors: The Board, by resolution adopted by a majority of its Directors, may designate one or more committees, including, but not limited to, an executive

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committee. Each such committee shall consist of three or more Directors which, to the extent provided in such resolution, shall have and exercise the authority of the Board. The designation of such committees and the delegation of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him/her by law.

Section 2. Executive Committee: There shall be an Executive Committee which consists of the elected officers of the Corporation. The Executive Committee shall have and exercise all of the authority of the Board in the management of the Corporation, except that the Executive Committee shall not have the authority to amend or repeal these Bylaws, to elect, appoint or remove any officer or Director, to authorize the expenditure of Corporation funds not approved by the Board, to amend the Articles of Incorporation or to amend, alter, or repeal any resolution of the Board.

Section 3. Other Committees: Other committees not having or exercising the authority of the Board in the management of the Corporation may be designated by the president. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Corporation and the president of the Corporation shall appoint the chairperson and committee members, subject to Board approval. Any committee member may be removed by a vote of the Directors whenever, in its judgment, the best interests of the Corporation shall be served by such removal.

ARTICLE 9: MEETINGS

Section 1. Annual Meeting: The annual membership meeting shall be held during the first quarter of each calendar year, at a place and time determined by the Board, for the purposes of electing members to the Board and transacting business. Written notice of the date, time and place of the annual meeting and any proposed Bylaw changes shall be delivered to each Member in good standing at least twenty-one (21) days prior to the date of the meeting.

Section 2. Board of Directors' Meetings: The Board shall meet at least once each quarter with the time and place determined by the president. Notice of all meetings shall be made at least seven (7) days in advance of a scheduled meeting. The president may establish, and distribute via electronic transmission, an annual calendar of meetings, including date, time, and place, and said distribution shall constitute notice for all such future scheduled meetings. These meetings shall be open to all Members in good standing.

Section 3. Executive Committee: The Executive Committee shall meet as needed. A meeting may be called by any member of the committee. All Executive Committee members will be notified, in a timely manner, of meeting time and location by the member calling the meeting.

Section 4. Special Meetings: Special meetings may be called at the request of two Directors or at the request of ten percent (10%) of the Members of the Corporation. Members shall be notified of such meetings at least seven (7) days but not more than thirty (30) days before the scheduled meeting date set for such special meeting. Such notice shall state the reason the meeting was called, the business to be transacted and by whom called. No other business but that specified in the notice may be transacted at such special meeting.

Section 5. Quorum: A majority (51%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at any meeting, a majority of the remaining Directors may adjourn the meeting without further notice. At the annual meeting the Members present shall constitute a quorum.

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Section 6. Voting: Only Directors shall have voting privileges at Board meetings. At membership meetings, only Members in good standing shall have voting privileges. Votes must be cast in person, excepting only membership votes to amend the Bylaws, which must be cast in writing.

Section 7. Outside Representation to the Corporation: The Board has the authority to approve representatives from other organizations to serve in an advisory capacity to the Corporation. Such representatives shall be notified of meetings and have the right to attend and participate in any meeting. They will have a non-voting status.

ARTICLE 10: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts: The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the Corporation.

Section 3. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such Federal Deposit Insurance Corporation insured banks, savings and loan associations, or other depositories as the Board may select.

Section 4. Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE 11: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, committees having and exercising any of the authority of the Board, and such other records as shall be necessary to operate the Corporation. All books and records of the Corporation may be inspected by any Member, officer or director or by his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 12: NOTICES

Notices shall be delivered by hand, or via USPS first class mail, or by electronic transmission.

ARTICLE 13: FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 14: INDEMNIFICATION AND INSURANCE

No officer or Director of the Corporation shall be personally liable for any obligations of the Corporation or for any duties or obligations arising out of any acts performed for or on behalf of the Corporation. The Corporation may purchase and maintain insurance on behalf of any person who is, or was, a Director, officer, or employee of the Corporation against any liability

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asserted against such person or arising out of such person's status or actions in that capacity, whether or not the Corporation would have the power to indemnify such person under the provisions of Chapter 617 of the Florida Statutes.

ARTICLE 15: CONFLICT OF INTEREST

No Director shall be interested, directly or indirectly, in any contract executed by the Corporation, unless such contract is authorized by at least two thirds of the of the non-interested Directors and the fact and nature of such interest is fully disclosed at the Board meeting during which such contract shall be authorized. During their term of service, the chairpersons of the Budget Committee and the Finance Committee may not serve as chairperson of any other committee but may serve as committee members.

ARTICLE 16: AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed by the affirmative vote, cast in writing, of sixty-seven percent (67%) of all Members who are present or voting by absentee ballot at a special meeting called for such purpose.

ARTICLE 17: DISTRIBUTION OF ASSETS

Upon dissolution or liquidation of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organizations organized and operated exclusively for charitable, educational, or scientific purpose, as shall at the time qualify as an exempt Organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as the Board may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the Corporation has been located, exclusively for such purposes, or to such organization or organizations as such court shall determine.

ARTICLE 18: SEAL

The Board may provide a corporate seal, which shall be an impression seal containing the name and date of incorporation of the Corporation.

ARTICLE 19: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Florida Statutes Chapter 617 or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver 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.

Adopted by resolution of the Board of Directors on August 12, 2008.

By: _____

Jeanne L. Murphy

Its: President

By: _____

Carla-Ann Garbin

Its: Secretary