

APPENDIX A

DISCLAIMER

The CSO Bylaws Template for a Membership CSO is intended to serve a guide to the development and use of bylaws of corporate not-for-profit entities established under Florida law to support the Florida Park Service. Legal and administrative issues arising in CSO governance can be complex and specific to individual CSOs. In addition, Florida corporations law is subject to change by the Florida legislature and by the courts of the United States and Florida. This manual should not be used as a substitute for professional advice by qualified legal counsel. CSOs should seek the advice of counsel concerning issues related to corporate governance. The Florida Park Service and the Friends of Florida State Parks, Inc. may be able to refer CSOs to appropriate counsel.

BYLAWS TEMPLATE FOR A MEMBERSHIP CSO

BYLAWS OF FRIENDS OF _____ STATE PARK, INC. Citizen Support Organization for _____ State Park

ARTICLE I DEFINITIONS

“Board” means the Board of Directors. “Corporation” means Friends of _____, Inc.

ARTICLE II PURPOSE

The purpose of the Corporation is to:

Comment: Fill in the purposes that your Corporation wants to fulfill. See Manual page 5.
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ARTICLE III PRINCIPLE OFFICE

The principle office of the Corporation shall be located at: _____

ARTICLE IV MEMBERS

1. **Eligibility of Members:** Individuals and groups who are interested in furthering the purpose of the Corporation may become members of the Corporation.
2. **Categories of Membership:**

Comment: If a membership Corporation is chosen, your Corporation should designate category membership and voting rights of each. See Manual page 6.

3. **Membership Dues:**

Comment: Your Corporation should set the amount for yearly membership. The amount may be different for each category of membership. See Manual page 6.

4. **Termination of Member:**

Comment: The Corporation should articulate in writing its reasons for terminating members. The following is a recommendation for a process for terminating a member. The Board or a committee in charge of terminating members shall vote on whether to consider terminating a member. If the Corporation decides to terminate a member, the Secretary shall send written notice of a meeting to the member. At the meeting before the Board or the committee the member shall be given the opportunity to be heard by those making the decision. If the member is terminated, the Secretary shall record the termination in the membership book.

ARTICLE V MEMBERSHIP MEETINGS

1. **Annual Meeting:** The Corporation shall hold an annual meeting of the general membership at the annual meeting the voting members will vote on the Directors. The Board shall set the time and place of the annual meeting.
2. **General Meetings:** The Corporation shall hold regular general meetings each quarter at a time and place designated by the Board. Any member may attend a general membership meeting.
3. **Other Meetings:** The President, a majority of the Board or one-third of the members may call a membership meeting, by a written request sent to the Secretary.

Comment: The Corporation may wish to review its bylaws at a meeting each year. This would keep the Corporation acting in conformity with its bylaws and give the Corporation a chance to update the bylaws.

4. State of the Park Address: The Park Manager shall give a presentation concerning the status of the park at a membership meeting in January, July, or the annual meeting.

Comment: These dates are recommendations based upon key dates in the Park Service budgeting process. The Park Manager in January proposes the park's budget for upcoming year. The fiscal year for the state begins July 1st.

5. Notice: The Secretary shall, orally, or by mail or electronically, notify all members of any membership meetings at least fourteen days prior to the day of the membership meeting. The Secretary shall provide the minutes of the previous membership meeting and the agenda for the membership meeting at the meeting.

Comment: It is best to make it clear who in the Corporation has this responsibility. Since the Secretary is responsible for keeping records and making reports, this person seems to be the most logical to provide notice. The Corporation is free to consider another officer to perform this task. The Corporation could require mailing the notice, or have the option to notify by phone or email.

6. Quorum: A quorum of __ members shall constitute a quorum for the purpose of conducting the business of the Corporation.

Comment: The quorum can be a majority of the members and can even be as low as one-third of the members. See Manual page 8.

7. Order of Business: The order of business of all meetings of the Corporation shall be as follows:

- (a) Determination of a quorum as set forth in Article __, Section __.
- (b) Approval of minutes of previous meeting
- (c) Presentation and consideration of reports of Officers, Directors, and standing Committees
- (d) Review budget
- (e) Unfinished business
- (f) New business
- (g) Adjournment

8. Procedure: The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules specified in The New Robert's Rules of Order shall govern all deliberations, when not in conflict with these bylaws.

Comment: An abbreviated version of the New Robert's Rules of Order is appended to the CSO Corporate Governance Manual.

ARTICLE VI BOARD OF DIRECTORS

1. Number of Directors: Between __ and __ Directors, elected by the members, shall serve on the Board.

Comment: It may be useful to require an odd number of directors to prevent a deadlocked Board.

2. Length of Director's Term on the Board: A Director's term is ___ years.

Comment: The Corporation can consider the option of having staggered terms. See Manual pages 9-10.

3. Nominating Process: The Nominating Committee as set forth in Article VIII Section 3, shall present to the voting members at least fourteen days before the annual meeting, the names of the individuals it recommends for election to fill whatever vacancies may exist in the Board at that time. Voting members at the annual meeting may make additional nominations.

4. Vacancies: In case of a vacancy in the Board, the Directors, by majority vote, may elect a Director to serve until next election of Directors.

5. Removal of Director: Following a two-thirds vote of the Membership at any meeting in which there is a quorum, the Members may remove any director from the Board i) who has been absent from two consecutive meetings or ii) has not performed duties in a proper, ethical, or satisfactory manner. The Director must be notified in writing of the proposed removal at least fourteen days prior to the meeting.

6. Regular Board Meetings: The Board shall hold regular Board meetings at least _____. The Secretary shall give notice of each regular Board meeting orally, by mail or electronically at least two days prior to the meeting to each Director. At any meeting attended by all the Directors any business may be transacted notwithstanding the lack of due notice of such meeting.

7. Special Board Meetings: The President of the Corporation or at least two of the Directors currently in office may call a special Board meeting. The Secretary shall give notice of each special Board meeting orally, by mail or electronically at least two days prior to the meeting to each Director. Unless indicated in the notice, any business may be transacted at a special Board meeting. At any meeting attended by all the Directors any business may be transacted notwithstanding the lack of due notice of such meeting.

Comment: The Florida statute states that your Corporation may offer more or less time for notice.

8. Quorum: Fifty-one percent of the Directors of the Board shall constitute a quorum for the transaction of business.

Comment: Setting the quorum at fifty-one percent prevents a minority of the Board from making decisions. The Corporation does have the option to set a lower number, which could allow business to be conducted with less than a majority present. See Manual page 11.

9. Voting: All members who attend Board meetings may vote on any issue.

Comment: This provision gives the power to all members who show up at a meeting to vote. This may be useful to encourage members to attend meetings. However, this could dilute the power of the Board to make the policy decisions. If a member shows an interest in getting involved in policy decisions of the corporation, the member could be elected to the Board. Since up to nineteen people can serve on a Board this should not be a problem. See Manual pages 11-12.

10. Written Record of Resolutions: The Secretary shall record resolutions passed by the Board.

Comment: This provision was recommended to ensure a written account of the decisions made by the Board would be kept.

11. Action without a Meeting: The Board can act without a meeting, if the action is unanimous and done in writing, signed by all the Directors.

Comment: The action, however, cannot become effective until the last signature has been obtained.

12. Compensation: A Director may receive compensation from the Corporation for services provided to the Corporation. Reimbursement for travel and out-of-pocket expenses for special out-of-town meetings may be approved by the Board.

Comment: There is no need to prevent the Corporation from paying a Director for services rendered to the Corporation. For example, the Corporation may wish to pay a consulting fee to a Director to perform a job for the Corporation. See Manual page 10. Any concerns about a conflict of interest are dealt with in section 14 below.

13. Liability of Directors: The Directors of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote or decision regarding organizational management or policy unless, a) the Director breached or failed to perform his duties as a Director and b) the breach or failure to perform is:

- 1) a criminal offense, unless the Director had reasonable cause to believe the conduct was lawful,
- 2) a transaction from which the Director derived an improper personal benefit, or
- 3) reckless or the act was committed in bad faith or with a malicious purpose.

14. Conflict of Interest: A conflict of interest may exist where a Director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner. Where a possible conflict of interest exists the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the Directors, committee members or members who authorize, approve, or ratify the transaction. This Director shall abstain from voting on any such actions where a potential conflict of interest may exist.

Comment: This provision is drawn from the Florida statute. Your Corporation may choose to have more rigid requirements.

ARTICLE VII OFFICERS

1. Election of Officers: At the first regular meeting of the Board held after the annual meeting of voting members of the Corporation, the Board shall elect the Officers.

2. Officer Positions: The general Officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer, to be elected by the Board. The term of office of each officer shall be one year. All officers must be members of the Corporation. Upon election, officers shall become members of the Board. The Board shall have authority to appoint such other Officers and agents as it may deem necessary whom shall exercise such powers and perform such duties as the Board may determine from time to time.

3. Removal of Officers: the Board may remove an Officer.

Comment: Your Corporation should decide whether the Board may remove an Officer with or without cause.
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4. Vacancy: In case of any vacancy in any office, the Board by a majority vote, may elect a successor to hold the office for the remainder of the term.

5. Duties of Officers: The principle duties of the Officers of the Corporation shall be as follows:

A. President: The President shall preside at all meetings of the Corporation and of the Board; shall have general supervision of the business of the Corporation, subject to the control of the Board; and shall perform such other duties as may be required by the bylaws or the Board.

B. Vice President: The Vice President, in the absence of the President, or in case of a vacancy in the office of President, shall exercise the powers of the President.

C. Secretary: The Secretary shall keep the records of the meetings of the Corporation and of its Directors; shall make a report at the annual meeting of the Corporation; maintain the membership book, and shall perform such other duties as required by the bylaws or by the Board.

D. Treasurer: The Treasurer shall maintain the finances of the Corporation; shall keep accurate accounts of all monies received by the Corporation; shall make reports at the annual meeting of the Corporation and to the Board when requested by the Board.

ARTICLE VIII COMMITTEES

1. Long Term Standing Committees: The following are standing committees of the Corporation:

Comment: At a minimum, the Corporation should consider establishing the following standing committees. The Board may establish other long term standing committees. The chairperson and committee members should develop a brief statement of goals and objectives for its respective committee each year at the annual meeting and prepare a brief executive summary to be presented at each regular Board meeting.

2. Executive Committee: The Executive Committee shall consist of the Officers of the Corporation. It shall meet on the call of the President or at the request of two or more Executive Committee members. Fifty-one percent of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Comment: The Corporation should state what the Executive Committee has the power to do. One approach would limit the committee to performing acts to further the policies set by the Board. The Corporation may wish to preclude the committee from making policy. The committee statutorily does not have to be limited in this way.

3. Nominating Committee: Not later than ninety days before each annual meeting the President shall appoint, with the approval of the Board, a nominating committee of three voting members of the Corporation. The committee shall present to the voting members at least fourteen days before the annual meeting, the names of the individuals it recommends for election to fill whatever vacancies may exist in the Board at that time.

4. Short Term Committees: The Board may establish short-term committees that are limited in purpose and scope.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. General: Except as the Board may authorize in some other manner, all checks, drafts and other instruments for the payment of money, and all instruments of transfer of securities shall be signed in the name of the Corporation by the Treasurer and by such other Officers or agents or employees of the Corporation as may be designated by the Board. All instruments of conveyance of real property, and all agreements shall be signed by such Officers or agents as the Board may direct, and, in any event, they may be signed by any two of the following Officers, the President, the Vice President, the Secretary, or the Treasurer. The Board may authorize and empower one or more Officers or agents of the Corporation to execute and deliver any documents or to do other acts on behalf of the Corporation.

2. Authorized Expenditures: The Treasurer shall pay current expenditures for the administration of the Corporation as stipulated in the annual budget or by vote of the Board. The Treasurer may spend up to _____ Dollars for special projects designated by the Board without further approval. The Treasurer shall obtain approval from the Board for expenditures greater than _____.

3. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories the Board selects.

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

ARTICLE X SEAL

The corporate seal shall be circular in form and shall have inscribed the name of the Corporation, and the words "corporation not for profit" and "State of Florida."

Comment: Florida Statutes § 617.0302, states a "corporation not for profit . . . shall have power to [a]dopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit." A seal is no longer necessary for a corporation, and the Corporation may wish to dispense with this corporate formality. Fla. Sta. § 617.0302.

ARTICLE XI FISCAL YEAR

The fiscal year of the Corporation shall begin _____ and end _____.

ARTICLE XII AMENDMENTS

The Board shall have the authority to amend and repeal the bylaws. Any member may propose amendments. An amendment proposed by a voting member must be submitted in writing to the Board, by that member at least ten days prior to a regular meeting of the Board at which the Board will make a decision on the proposed amendment.