APPROVED AT GENERAL MEETING OCT 24, 2015

BYLAWS
OF
FRIENDS OF ANASTASIA STATE RECREATION AREA INCORPORATED,
DOING BUSINESS AS (DBA)
FRIENDS OF ANASTASIA STATE PARK, INCORPORATED

ARTICLE I
NAME

Section 1.1 Name: The name of this Corporation is FRIENDS OF ANASTASIA STATE RECREATION AREA INCORPORATED, D.B.A. FRIENDS OF ANASTASIA STATE PARK INCORPORATED.

Section 1.2 Principal Office: The principal office of the Corporation in the State of Florida shall be located in the City of St. Augustine within the Department of Environmental Protection's Division of Recreation and Parks, Anastasia State Park's Administrative Office. The Corporation may have such other offices, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 1.3 Registered Office and Registered Agent: The registered office of the Corporation shall be located in the State of Florida at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall be the Treasurer of the Corporation who shall have a business office identical with such registered office. The Board of Directors may change the address of the registered office.

ARTICLE II
PURPOSE AND MISSION

Section 2.1 Purpose: The Corporation is organized exclusively for charitable and educational purposes. The Corporation will assist, advise and support the Florida Department of Environmental Protection, Division of Recreation and Parks, and Anastasia State Park.

Section 2.2 Nonprofit Status: This Corporation is a nonprofit organization, organized exclusively for charitable purposes within Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to a Director, Officer, or other private person. The Corporation, however, shall be authorized and empowered to pay

compensation or fees for the services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws, and in accordance with financial policies and procedures adopted by the Board.

Section 2.3 Mission: To generate supplemental resources which will provide increased recreational opportunities and further enhance protection of the natural and cultural resources of Anastasia State Park.

ARTICLE III
FISCAL YEAR

Section 3.1 Fiscal Year: The fiscal year of the Corporation shall be January 1 through December 31.

ARTICLE IV
MEMBERSHIP

Section 4.1 Eligibility for Membership: Any person or organization having an interest in the mission of the Friends of Anastasia-Citizen Support Organization (FOA-CSO) is eligible to join the Corporation. Membership benefits are defined by the Board of Directors.

Section 4.2 Membership Dues: Members of the Corporation shall pay membership dues as determined by the Board of Directors. Memberships for a one-year period may be renewed annually. A member is considered a member in good standing of the Corporation as long as his/her membership dues are paid. The Board of Directors shall have the right to establish and define non-voting categories of membership.

Section 4.3 Non-voting Membership: A member in this Corporation is considered a non-voting member until he/she is elected to serve on the Board of Directors. A member may be nominated to serve as a Director. To be elected or appointed to the Board of Directors or any committee or subcommittee, a member must be in good standing as outlined in these Bylaws.

Section 4.4 Non-transferable: Except as otherwise provided herein, membership is non-transferable or assignable.

Section 4.5 Rights and Powers: Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the number of levels, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions, governing the withdrawal suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, Articles of Incorporation, or by the Bylaws, any right of members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for the sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

ARTICLE V
BOARD OF DIRECTORS AND STAFF

Section 5.1 Management and Composition: A Board of Directors consisting of no less than seven (7) and not more than eleven (11) Directors who shall be members in good standing shall manage the business of the Corporation. The Manager of Anastasia State Park, or his/her designee, shall serve as a non-voting ex-officio member of the Board.

Section 5.2 Powers: The Board of Directors shall have control and management of the affairs and business of the Corporation. The Board of Directors shall act only in the name of the Corporation when it shall be regularly convened by the President after due notice to all Directors and officers of such meeting.

Section 5.3 Terms: The terms of the Board of Directors shall be for as long as he/she is competent, capable, and willing. A Director's term shall end at such time as a successor is elected and/or until earlier resignation, death or removal. Directors shall be elected by ballot submitted to the Board of Directors by the Chairperson of the nominating committee at the Annual Meeting or by a mail-in written ballot as determined by the Board. Upon a majority vote of the Directors present at the Annual Meeting, the election of the incoming Directors may be made by acclamation

Section 5.4 Vacancies: Vacancies, due to death, resignation or removal, in the Board of Directors may be filled by the Board. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board for the balance of the term of the Director being replaced. Each Director appointed to fill a vacated Board position shall stand for election, for the balance of the term, with the next slate of candidates presented to the membership.

Section 5.5 Removal and Resignation: Any Director may be removed from office by an absolute majority vote of the Members 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 missing three (3) or more consecutive regular meetings may be removed for cause.

The President shall authorize excused absences and will have them recorded in the minutes of the meeting where the Director is excused. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 5.6 Vote: Each Director shall have one (1) vote in matters coming before the Board. Directors may not vote by proxy. Directors may vote via email.

Section 5.7 Quorum: Except as may be expressly provided otherwise in these Bylaws, a simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business at any meeting of the Board and an affirmative vote of the Directors constituting such a

quorum shall be necessary to pass any resolution or take any action unless a higher vote is specifically required by these Bylaws.

Section 5.8 Compensation for Board Service: Members of the Board of Directors shall receive no compensation for carrying out their duties as Board members. The Board may authorize the Corporation to pay expenses incurred by, or to satisfy judgment of fine rendered or levied against, a present or former Director, Officer or employee of the FOA-CSO in an action brought by a third party against such person (whether or not the FOA-CSO is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a Director, Officer or employee, or by the FOA-CSO or by both; provided the Board determines in good faith that such Director, Officer or employee was acting in good faith within what he/she reasonably believed to be the scope of their employment or authority and for a purpose which he/she reasonably believed to be in the best interest of the FOA-CSO or its members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.

Section 5.9 Liability Insurance. A liability policy will be maintained on the Board of Directors and covering activities of the FOA-CSO.

ARTICLE VI
MEETINGS

Section 6.1 Board of Director Meetings: The Board of Directors shall have a minimum of 10 (ten) meetings each calendar year. The President, or his/her designee, shall announce the meeting dates and locations to the Directors prior to each meeting. The Board of Directors shall meet annually in conjunction with the annual meeting of the membership. Meetings, in addition to the Annual Meeting, may be established by action of the Board of Directors.

6.1.1 Quorum. A quorum shall consist of a simple majority of the Board of Directors.

Section 6.2 Annual Meetings: An annual meeting of the members shall take place in the October before the end of the Corporation's fiscal year. The Board of Directors shall designate the specific date, time and location. The business for the meeting will include, but is not limited to the following:

a. Elections of the Board of Directors and Officers shall be held, as needed
b. The most recent year's activities and financial report will be presented
c. The upcoming year's business plan and budget describing the activities of the Corporation will be presented and discussed.

Section 6.3 Special Meetings: The President or any two (2) Directors may call special meetings of the Board. The Secretary, or other designee as determined by the President, shall send out advance notices of special meetings to each Board member.

Section 6.4 Agenda: Any member in good standing may submit an agenda item for the Board's consideration by providing a written request at least seven (7) days in advance of the meeting. However, any item may be placed on the agenda for good cause.

Section 6.5 Adjournment: A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of adjournment.

Section 6.6 Action: Any action required to be taken at a meeting of the Board, or any action, which may be taken at a meeting of the Board, or a Committee thereof, may be taken via email subsequent to the meeting. The Board will be setting forth the action to be taken, once signed by all the Directors, or all the Members of the Committee. As the case may be, the action is filed in the Minutes of the proceedings of the Board or of the Committee. Such consent will have the same effect as a unanimous vote.

Section 6.7 Conduct of Business: The act of a majority of the voting Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

ARTICLE VII
OFFICERS

Section 7.1 Officers: The Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board, additional Vice Chairs and such other Officers as may be deemed expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.

Section 7.2 Election and Term of Office: The Board of Directors shall elect the Corporation's Officers. The Officers shall be elected at the Annual Meeting of the Board of Directors and shall serve until their successors have been duly elected and have qualified. Officers shall serve until such time as a successor is elected and/or until earlier resignation, death or removal.

Section 7.3 Removal: Any Officer elected or appointed may be removed by an absolute majority of the Board if, in their judgment, the best interests of the FOA-CSO will be served.

Section 7.4 Vacancy: Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. The Board of Directors shall elect an Officer to fill a vacancy in an office. An Officer elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor.

Section 7.5 Job Descriptions: The Board shall adopt formal job descriptions for the officers and committee Chairpersons.

> **Section 7.5.1 President:** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the affairs of the Corporation. The President shall lead the Board of Directors in performing its duties and responsibilities, this includes, if present, presiding at all meetings of the Board of Directors and performing all

other duties incident to the office or properly required by the Board of Directors. The President may sign, with the Secretary, or any other proper Officer of the Corporation authorized by the Board of Directors, Corporation's Deeds, mortgages, bonds, contracts, or other designated instruments. The President, with the consent of the Board of Directors, may delegate signature authority to any other Director, except the Secretary, or responsible staff person, as required to conduct expeditiously the business of the Corporation. The President shall be Bonded.

Section 7.5.2 Vice President: In the absence or disability of the President, the Vice President shall perform all the duties of the President, when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them respectively by the Board of Directors or the President. The Vice President shall normally accede to the office of President in case of a vacancy.

Section 7.5.3 Secretary: The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and Committees of Directors. Each Board Meeting Minutes shall state the time and place that it was held and other such necessary information. The Minutes will determine any action taken and if the meeting was held in accordance with the law and these Bylaws. The Secretary shall give notice of all meetings of Directors and committees as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.

Section 7.5.4 Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and in general perform all the duties incident to the office and other such duties as from time to time may be assigned by the President or Board of Directors. The Treasurer may appoint, with approval of the Board of Directors, a qualified fiscal agent or qualified designee to perform all or part of the duties assigned. The Treasurer shall render to the Board of Directors from time to time, as may be required by the Board of Directors, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall establish and serve as Chairperson of the Finance Committee. The Treasurer shall be bonded.

ARTICLE VIII
COMMITTEES

Section 8.1 Committees: The Board of Directors may create committees as needed.

Section 8.1.1 Executive Committee: The Executive Committee is a permanent committee. It shall consist of the Officers of the Corporation as described in Article 7. The President shall chair the Executive Committee, and with the consent of other committee members, can appoint additional members of the Board of Directors or the membership at large to the

Executive Committee. This committee shall be responsible for Board assessment, training and the orientation of new Board members, and for reviewing of the Bylaws and the Corporation's policies and procedures. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors, and is subject to the direction and control of the full board.

Section 8.1.2 Nominations Committee: The Nominations Committee is a permanent committee. It shall consist of the Board of Directors and other interested members. The Nominations Committee is responsible for preparing a slate of members to be elected to the Board of Directors and a slate of Directors to be elected as Officers.

Section 8.1.3 Budget & Finance Committee: The Budget & Finance Committee shall consist of the Treasurer who shall serve as Chairperson, and at least two (2) additional members of the Board of Directors or membership at large appointed by the President or Committee Chairperson. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget. This committee shall annually present a budget for approval by the Board of Directors prior to the annual membership meeting, and all expenditures must be within the budget. The Board of Directors or the Executive Committee must approve any major change in the budget. The fiscal year shall be January 1 through December 31, consistent with the State of Florida. Quarterly reports are required to be submitted to the Board.

Section 8.1.4 Membership Committee: The Membership Committee shall consist of a Chairperson appointed by the President. The Membership Chair shall select the remaining members of the committee. The committee is responsible for developing and reviewing any policies and procedures as it pertains to the Corporation's membership. The committee shall adopt a plan to address membership needs to be presented to the Board of Directors for approval. The Committee shall review and/or create any method of recognition to be presented to the Board of Directors for approval.

Section 8.1.5 Audit Committee: The Audit Committee shall be appointed by the President. The President shall be the chair of the Audit Committee. The Audit Committee shall periodically conduct a review of the procedures to ensure that adequate fiscal controls are in place and that FOA-CSO is in good financial health. The committee is responsible for oversight of the finances and shall include the following:

a. Certify that FOA-CSO accounts for its funds in accordance with generally accepted accounting principles and that a documented audit of the organizations fiscal operation is completed annually in accordance with generally accepted accounting standards no later than 1 March of the subsequent fiscal year and be presented at the next regular meeting.

b. Ensure that no funds are spent on political activity, lobbying or other forms of advocacy.

c. Certify that the contributions are effectively used for the announced purpose of the organization.

d. Review and certify the completed copy of the organizations IRS Form 990, including signature, with the application regardless of whether or not the IRS requires the organization to file this form.

e. Review and verify a computation of the organizations percentage of total support and the revenue spent on administration and fundraising.

f. Review and verify that the organization prepares and makes available to the public upon request an annual report that includes full description of the organizations activities and supporting services and identifies its directors and chief administrative personnel.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.1 Contracts: The Board may authorize any Officer or Officers to enter into any contract or execute any instrument in the name of and on behalf of the FOA-CSO and such authority shall be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or other person shall have the power or authority to bind the FOA-CSO by any contract or engagement to pledge its credit or to render it liable for any purpose or to any amount.

Section 9.2 Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by President or the Treasurer and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation.

Section 9.2.1 Payments and Reimbursements All disbursements for goods and services should be paid by check whenever possible. Reimbursements may be made for documented expenditures. A written explanation should accompany a receipt.

Section 9.3 Deposits: All funds received by the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 9.4 Endowments and Gift Acceptance: All Funds of the CSO, including restricted endowment funds, shall be commingled for investment purposes, regardless of whether they are restricted or unrestricted, named or unnamed.

9.4.1 The Board, or its designated committee shall retain the right to dissolve the CSO's endowments and use the principal for general purposes or for the restricted purposes

contained in each endowment when, at the Board's discretion, the purposes of the endowment can no longer be met or the organization's needs may so require.

9.4.2 The CSO reserves the right to decline any financial commitment, gift, or bequest, as well as the right to determine how a gift will be credited and/or recognized. All donations shall be unrestricted gifts unless: 1) the donor indicates that he/she is willing to make a restricted gift only; or (2) the option of a restricted gift will otherwise significantly increase the chances of obtaining a gift from the donor.

9.4.2.1 All receipts from unrestricted bequests, annuities, charitable remainder trusts, or charitable lead trusts shall become a part of the general endowment unless the Executive Committee determines a particular unrestricted gift of the type enumerated in this paragraph should be deposited in a different account.

9.4.2.2 In drafting instruments for the gift of restricted funds to the CSO, donors and their advisors shall be encouraged to use language that would permit application of the gift to a more general purpose if, in the opinion of the Board, the designated purpose is no longer feasible.

9.4.2.3 The CSO will pay no commissions or finder's fees as consideration for directing a gift to the CSO. Prospective donors shall be strongly encouraged, in all cases, to consult with their own independent legal and/or tax advisors about proposed gifts, including tax and estate planning implications of the gifts. No representative of the CSO or the Florida Park Service shall provide legal or tax advice to any donor or prospective donor.

9.4.2.4 Donors are responsible for obtaining their own appraisals, for tax purposes, of real property or tangible or intangible personal property being offered as a gift at their own expense.

9.4.2.5 The CSO retains the right to obtain its own qualified appraisals of real property or tangible or intangible personal property being offered as a gift at its own expense.

9.4.2.6 The CSO will acknowledge receipt of gifts of tangible personal or real property in accordance with the IRS requirements and will sign any IRS form and other documents necessary for the donor to obtain a tax deduction for such gifts, so long as such acknowledgement does not entail valuing the gift.

9.4.2.7 Upon request, representatives of the CSO may provide to the donor same request language for restricted and unrestricted gifts, to ensure that a bequest is properly designated.

9.4.2.8 All information about donors and prospective donors, including, but not limited to their names, the names of their beneficiaries, the nature and amounts of their gifts, and the sizes of their estates will be kept strictly confidential by the CSO and its representatives, unless the donor grants permission to release such information. All

requests by donors for anonymity will be honored, except to the extent that the CSO is legally required to disclose the identity of donors

Section 9.5 Fiscal Accountability: The Board shall approve the expenditure of all monies from the funds of the Corporation, provided, however, that it may authorize the Treasurer, the President and the Executive Committee to make expenditures as outlined above. During the scheduled meetings, the entire board will ratify these through acceptance of the financial report.

Section 9.6 Investment: Any funds of the Corporation, which are not needed currently for the activities of the Corporation, may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 9.7 Special Events: Procedures will be developed as necessary to address the handling of funds, special events, etc.

ARTICLE X
PARLIAMENTARY PROCEDURE

Robert's Rules of Order: All meetings of the Board of Directors shall be governed by Robert's Rules of Order (current edition), unless contrary procedure is established by the Articles of Incorporation or these Bylaws, or by resolution of the Board of Directors.

ARTICLE XI
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least seven (7) days written notice is given of intention to alter, amend or repeal and to adopt new Bylaws at such meeting. These Bylaws may be repealed, amended or altered or new Bylaws may be adopted by a two-thirds (2/3) vote at the Annual Meeting of the Board. The President and Treasurer shall be bonded. The amount of insurance will be reviewed annually by the Board or the Finance Committee.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify all Officers and Directors of the Corporation to the full extent permitted by the Florida Not for Profit Corporation Act, and shall purchase insurance for such

indemnification of Officers and Directors to the full extent as determined from time to time by the Board of Directors of the Corporation.

ARTICLE XIV
DISSOLUTION

Dissolution of the Corporation will require a two-thirds (2/3) majority vote of the Board of Directors. In the event dissolution is contemplated, at least fourteen (14) days prior written notice setting forth a proposed action and time and place of meeting shall be given to all Directors. In the event of dissolution of the Corporation, the Board of Directors, shall after payment of all liabilities of the Corporation, dispose of the assets of the Corporation as pursuant to Section 617.1402, Florida Statutes.

CERTIFICATION

This is to certify that these Bylaws of the FRIENDS OF ANASTASIA STATE PARK, INC. have been duly adopted by the Board of Directors on .
Date

Sharon Bunbelb 10/24/15

Secretary Date