

**BY-LAWS OF
FRIENDS OF SAN FELASCO, INC.**

**(CITIZEN SUPPORT ORGANIZATION FOR
SAN FELASCO HAMMOCK PRESERVE STATE PARK &
DEVIL'S MILLHOPPER GEOLOGICAL STATE PARK)**

ARTICLE I

PURPOSE

The purpose of the organization, hereafter referred to as the CSO, is to conduct programs and activities; raise funds; request and receive grants, gifts and bequests of money; to promote, academic archaeological, cultural, historic, natural resource and scientific research scholarship; 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 San Felasco Hammock Preserve State Park and/or Devil's Millhopper Geological State Park.

ARTICLE II

PRINCIPLE OFFICE

The principle office of the CSO shall be located at 12720 N.W. 109 Lane, Alachua, FL 32615.

ARTICLE III

MEMBERS

1. General: The CSO shall be composed of persons (individuals, partnerships, or corporations) who are interested in the objects of the CSO. The CSO shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, handicap, or national origin.
2. Classes of Membership:
 - A. Individual: Any person upon making application and paying of dues shall be considered an Individual member. Individual members may be elected to the Board of Directors and shall have voting privileges.
 - B. Family: Two or more persons utilizing the same mailing address, having made application and paid dues shall be considered a Family member. Family members may be elected to the Board of Directors and shall have voting privileges. However, only one member of the family may serve on the board at any one time. The family unit is entitled to only one vote. Persons belonging to the same family shall have the option if desired of membership as an Individual, and having full voting privileges as an Individual.
 - C. Corporate: Any business or organization having made application and paid dues shall be considered a Corporate member. A representative of the organization

may be elected to the Board of Directors, and the organization is entitled to only one vote.

- D. Other levels: Other levels, for example, Sustaining, Patron, or Benefactor, may be established by the Board. These members having made application and paid dues shall be considered as designated. These members may be elected to the Board of Directors and each membership is entitled to one vote.
3. Termination of Membership: For proper cause and after reasonable notice and hearing, the membership of any person or group may be terminated by the Board. Failure to pay membership dues as required under the By-Laws shall be sufficient cause for termination of membership.

ARTICLE IV

DUES

Dues for all membership categories shall be established by the Board of Directors annually at its first meeting.

ARTICLE V

MEMBERSHIP MEETINGS

1. General: An annual meeting of the voting members of the CSO shall be held in the month of April or May at the place designated by the Board of Directors. Notice of the annual meeting shall be mailed to the voting members at least 30 days prior to the meeting. An official membership meeting other than the annual meeting may be called by the president, the Board of Directors, or by one-third (1/3) of the voting membership. Notice of this meeting shall be mailed to the voting membership at least 10 days prior to the meeting.
2. Voting: At all meetings of the CSO each voting member shall be entitled to vote in person. No proxy shall be allowed.
3. Quorum: A quorum for the transaction of all lawful business shall be the voting members attending an official meeting.

ARTICLE VI

BOARD OF DIRECTORS

1. Members: The business and affairs of the CSO shall be managed and controlled by the Board of Directors which shall consist of not less than three (3) nor more than fifteen (15) persons, elected by the voting members. All Directors must be members of the CSO, in good standing prior to the annual meeting that elections to the Board of Directors are held. Directors shall serve for a one-year term.
2. Compensation: No member of the Board of Directors of this CSO shall receive any compensation from the CSO.
3. Liability of Directors: The Directors of this CSO shall not be personally liable for its debts, liabilities, or other obligations.

4. Vacancies: In case of any vacancy in the Board of Directors the remaining directors, by affirmative vote, may elect a successor to hold office for the unexpired term of the director whose position is vacant. Any director not performing his/her duties in a proper and satisfactory manner or having 3 unexcused absences from regularly scheduled board meetings may be removed from the position by the Board of Directors following a two-thirds vote of the Board at a regularly scheduled or special meeting. The directors must be notified in writing of the proposed removal at least 15 days prior to the meeting. Any board member so removed shall be notified in writing at least 15 days prior to the next board meeting.
5. Place of Meetings: The Board of Directors may hold their meetings at such place or places within the State of Florida as they may from time to time determine.
6. Regular Meetings: A regular meeting of the Board of Directors shall be held each year immediately following the adjournment of the annual meeting of voting members of the CSO. No notice shall be required of any such regular meeting of the Board.
7. Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the President of the CSO or by two of the directors currently in office. The Secretary shall give notice of each special meeting by telephone or mail at least ten days before the meeting to each director; provided, however, that such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. At any meeting attended by all of the directors, any business may be transacted notwithstanding the lack of due notice of such meeting.
8. Quorum: Thirty-three and one-third percent (33 1/3%) of membership of the Board of Directors shall constitute a quorum for the transaction of business.
9. Powers to Make By-Laws: The Board of Directors shall have the authority to make, alter, and repeal by-laws for the government of the CSO and the regulation of its affairs, subject to the paramount power of Voting Members in that regard.
10. Election of Officers: At the first regular meeting of the Board of Directors held after the annual meeting of voting members of the CSO, the Board of Directors shall elect the Officers of the CSO.

ARTICLE VII

OFFICERS

The general officers of the CSO shall be a President, a Vice-President, a Secretary, and a Treasurer. The term of office of each officer shall be elected and qualified. All officers must be members of the CSO. The same individual may hold the offices of Secretary and Treasurer. The Board of Directors 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 of Directors may determine from time to time.

ARTICLE VIII

DUTIES OF OFFICERS

1. President: The President shall preside at all meetings of the CSO and of its Board of Directors; shall have general supervision of the business and affairs of the CSO, subject to the control of the Board of Directors; and shall have all powers and duties usually

incident to the office of President in similar CSOs, and shall perform such other duties as may be required by the by-laws or the Board of Directors.

2. Vice-President: The Vice-President, in the absence of the President, or in case of the inability of the latter to act, or in case of a vacancy in the office of President, shall perform the duties and exercise the powers of the President.
3. Secretary: The Secretary shall have charge of the records of meetings of the CSO and of its directors; shall make a report at the annual meeting of the CSO; and shall perform such other duties as are usually incident to the office of Secretary in similar CSOs and as such shall be required by the by-laws or by the Board of Directors. The Secretary shall keep an up-to-date list of membership by category and have it available to all voting members.
4. Treasurer: The Treasurer shall have custody of the monies of the CSO and shall collect the same as prescribed by the Board of Directors; shall keep accurate accounts of all monies received by or on behalf of the CSO, shall make a report thereon from time to time as required by the Board; and shall perform such other duties as are usually incident to the office of Treasurer in similar organizations, or as required by the Board of Directors.

ARTICLE IX

COMMITTEES

1. Long Term Standing Committees: Committees such as Trail Committee and Membership Committee, etc. can be established as long term standing committees.
2. Short Term Committees: Short term committees limited in purpose and scope may also be established.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. General: Except as the Board of Directors may generally or in particular case authorize the execution thereof 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 and on behalf of the CSO by the Treasurer or by such other officers, or agents or employees of the CSO, as may from time to time, be designated by the Board of Directors.

The Treasurer shall be authorized to sign checks in the amount of \$0 – 1,000.00. Any checks above \$1,000.00 shall require the signatures of two officers.

All instruments of transfer of personal property other than decorates, all instruments of conveyance of real property and all contracts and agreements shall be signed by such officers or agents as the Board of Directors shall direct, and in any event, they may be signed by any two (2) of the following officers, namely, the President, the Vice-President, the Secretary, or the Treasurer. The Board of Directors may authorize and empower one or more officers or agents of the CSO to execute and deliver any and all papers and documents or to do other acts or things on behalf of the CSO, including any required or convenient in dealing with governmental authorities.

2. Authorized Expenditures: Current expenditures for the proper administration of the CSO shall be paid by the Treasurer, as stipulated in the approved annual budget or by vote of the Board of Directors. Officers are authorized to spend the amount designated annually by the Board without prior approval. The Secretary of the CSO may be given a petty cash fund for necessary expenses. The amount of the fund shall be determined annually by the Board of Directors. The Secretary must keep receipts to verify all expenditures.
3. Deposits: All funds of the CSO shall be deposited from time to time to the credit of the CSO in such banks, trust companies or to other depositories as the Board of Directors may select.
4. Gifts: The Board of Directors may accept on behalf of the CSO any contribution, gift, bequest, or device for the general purpose or for any special purpose of the CSO.
5. Financial Review: The Treasurer shall submit the CSO's financial books and record for an annual financial review as required by law at the close of the fiscal year, when there is a change of Treasurer, or any other time deemed necessary.

ARTICLE XI

SEAL

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

ARTICLE XII

FISCAL YEAR

The fiscal year of the CSO shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised shall govern the meetings of this CSO.

ARTICLE XIV

AMENDMENTS

The by-laws shall be subject to amendment and repeal by a vote of two-thirds (2/3) of the voting members of the CSO at any official meeting. Subject to the power of the voting members in that regard, the Board of Directors shall have power to adopt, amend and repeal by-laws from time to time; provided, however, that no change shall be made in the by-laws by action of the Board of Directors unless adopted by a majority of the members of the Board. Said amendments shall be signed by all Board Members attending and a copy of the signed approval shall be placed at the end of the by-laws and will become part of the by-laws.

Adopted September 28, 1989
Amended August 31, 1999
Amended August 26, 2003
Amended November 28, 2005
Amended November 27, 2007

In accordance to Article XIV, Amendments, By-Laws of Friends of San Felasco, Inc. ,
was amended on this date: 8/30/2011.

1 Michael Bellon
President: Print Name

Michael Bellon
Signature

2 KEVIN CURRY
Vice-President: Print Name

Kevin Curry
Signature

3 Lee Ross
Secretary: Print Name

Lee Ross
Signature

4 TONY ROSS
Treasurer: Print Name

Tony Ross
Signature

5 TERRY MUNN
Print Name

T. Munn
Signature

6 DAVID C BARRAGE
Print Name

David C. Barrage
Signature

7 Bernie L. Brown
Print Name

Bernie L. Brown
Signature

8 William Rossley
Print Name

William Rossley
Signature

9 DAVID FORBE
Print Name

David Forbe
Signature

10 J.M. YERMOVSKY
Print Name

J.M. Yermovsky
Signature

11 BARRY LUTHER
Print Name

Barry J. Luther
Signature

12 Kevin Mayer
Print Name

Kevin Mayer
Signature

13 _____
Print Name

Signature

14 _____
Print Name

Signature

15 _____
Print Name

Signature