

**BYLAWS  
of the  
FRIENDS OF THE FLORIDA STATE FORESTS, INC.**

**ARTICLE I. Name**

The name of the Corporation shall be the Friends of Florida State Forests, Inc. (herein after referred to as “Friends”).

**ARTICLE II. Powers and Purpose**

**Section 1. Powers.** Friends shall have such powers as are now or hereafter may be granted by the laws governing not-for-profit corporations of the state of Florida.

**Section 2. Purpose.** The purpose for which Friends is organized is charitable, educational and scientific, within the meaning of Section 501(c)(3) of the Internal Revenue code of 1954, and as referenced in Chapter 589.012 Florida Statutes; to provide support and assistance for programs consistent with the mission statement of the Florida Division of Forestry; conduct programs and activities related to environmental education, fire prevention, recreation and forest management; identify and pursue methods to provide resources and materials for these programs; and establish a statewide method to integrate these resources and materials.

**Section 3. Rules.** The following rules shall conclusively bind Friends and all persons acting for or on behalf of it.

**(A) Net Earnings.** No part of the net earnings of Friends shall inure to the benefit of, or be distributable to its members, contributors, donors, directors, officers, or other private persons, except that Friends shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

**(B) Advocacy.** No substantial part of the activities of Friends shall attempt to influence legislation, and Friends shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, Friends shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**(C) Dissolution.** Upon the dissolution of Friends, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of Friends, dispose of all the assets of Friends exclusively for the purposes of Friends in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization of organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**(D) Discrimination.** The Friends shall not adopt any practice, policy or procedure, which would result in discrimination on the basis of sex, race, religion, or creed.

### **Article III. Registered Office, Agent and Seal**

**Section 1. *Registered Office and Agent.*** Friends shall have and continuously maintain in the state of Florida a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Florida and such other registered agents as the Board of Directors may from time to time determine.

**Section 2. *Seal.*** The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, The State of Florida".

### **Article IV. Officers**

**Section 1. *Officers.*** The officers of Friends shall be a President, Vice President, Secretary-Treasurer, all of who shall serve without salary.

**Section 2. *Election and Term of Office.*** The Board of Directors shall elect the officers for a two-year term. The officers shall be elected at the annual meeting of the Board of Directors nearest the expiration of the term of office of the officers, and the officers shall serve until their successors have been duly elected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

**Section 3. *Removal.*** The Board of Directors may remove any officer whenever in its judgment the best interests of Friends would be served thereby.

**Section 4. *Vacancies.*** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. *President.*** The President shall preside at all meetings of the Board of Directors and shall be the Chairman of the Board. The President shall perform such other duties as are necessarily incident of the office or as may be prescribed by the Board of Directors.

**Section 6. *Vice President.*** In the absence of the President, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 7. *Secretary-Treasurer.*** The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are fully given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the corporate seal and see that the corporate seal is affixed to all documents, the execution of which, on behalf of Friends under its seal, is duly authorized in accordance with the provisions of these bylaws; if required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties, in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of Friends; receive and give receipts for monies

due and payable to Friends from any sources whatsoever, and deposit all such monies in the name of Friends in such banks, trust companies or other depositories as shall be selected in accordance with the duties incident to the office of the Secretary-Treasurer; and in general perform all duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

**Section 8. Assistant Secretary-Treasurers.** If required by the Board of Directors, the Assistant Secretary-Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary-Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary-Treasurer or by the President or the Board of Directors.

### **Article V. Board of Directors**

**Section 1. General Powers.** Its Board of Directors shall manage the affairs of Friends.

**Section 2. Composition, Tenure and Qualifications.** The Board of Directors shall have nine (9) members and shall consist of the following: the Director of the Florida Division of Forestry or his/her designee and eight (8) directors-at-large. Emphasis shall be placed in electing one (1) director from each of the four (4) Florida Division of Forestry Regions, one (1) Chapter representative and three (3) directors at-large. The Directors shall elect the members of the Board of Directors. Each Director shall hold office for a term of two years and until his or her successor has qualified. Directors may not serve more than two consecutive two-year terms, but may again be eligible to serve as a Director after a two years absence from the Board of Directors. A Director shall be a member, contributor or donor to Friends. Directors need not be residents of the state of Florida.

**Section 3. Vacancies.** A vacancy because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 4. Compensation.** Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses for attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors, provided, that nothing herein contained shall be construed to preclude any Director from serving Friends in any other capacity and receiving compensation therefore.

### **Article VI. Meetings**

**Section 1. Regular Meetings.** The Annual Membership Meeting and the Annual Board of Directors Meeting shall be held at such time and place as designated by the Board of Directors. Additional regular meetings of the Board of Directors may be held within or outside the state of Florida, at a time and place as determined by the Board of Directors.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Directors may fix any place, either within or outside the state of Florida, as the place for holding any special meeting of the Board of Directors called by them.

**Section 3. *Notice.*** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or electronically to each Director. Any Director may waive notice of any meeting.

**Section 4. *Quorum.*** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meetings of the Board of Directors, provided that if less than a majority of the Directors are present at said meetings, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 5. *Manner of Acting.*** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

**Section 6. *Informal Action by Directors.*** Any action normally taken at a meeting of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 7. *Government In-the-Sunshine Law.*** Meetings are subject to the Florida Sunshine Law as referenced in Chapter 286 of the Florida Statutes.

**Section 8. *Conference call or Similar Communication*** – Members of the Board of Directors may participate in Board Meetings via conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In addition, any action taken by a ballot of the members of the Board of Directors in which at least a majority of such directors indicate themselves in agreement shall constitute a valid action of the Board if reported at the next meeting of such Board.

## **Article VII. Chapters and Members**

**Section 1. *Chapters.*** The Board of Directors may establish related Local Chapters of the Friends. Each Local Chapter may adopt rules for its own governance not inconsistent with Florida Statutes, these bylaws, or with rules adopted by the Board of Directors.

**Section 2. *Classes of Members.*** The Board of Directors may establish related membership classes at its discretion. Members shall be entitled to all rights and privileges of membership except the right to vote.

**Section 3. *Termination of Membership.***

**(A)** Any member may resign from Friends by submitting a written resignation to the Board of Directors. Such a resignation shall be effective as of the date received by Friends, unless it specifies another date.

**(B)** The Board of Directors may expel any member from Friends for conduct contrary to the objectives of Friends after providing the member an opportunity to be heard in his/her own defense at the next Board of Directors meeting.

**(C)** Any member who resigns or is expelled shall forfeit any and all rights and privileges in the affairs and/or property of Friends, including dues already paid. Any member who

resigns or is expelled shall remain liable for any dues or other charges due and owing at the time of his/her resignation or expulsion.

### **Article VIII. Staff**

**Section 1. *Retaining Staff.*** The Board of Directors is empowered to retain such staff and legal counsel as may be necessary to carry out the functions of Friends.

**Section 2. *Chief Staff Officer.*** The Chief Staff Officer shall be given such title as may be prescribed by the Board of Directors and shall assume such duties as may be assigned by the President including those of assisting the Secretary-Treasurer, and shall be under bond for such amount as the Board of Directors may require.

### **Article VIII. Committees**

**Section 1. *Committees of the Board of Directors.*** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise that authority of the Board of Directors in management of Friends as fully as permitted by Florida Statute 617.0825, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. In particular, there shall be an Executive Committee composed of the President, Vice President and Secretary-Treasurer to manage the day-to-day operations of Friends, and who shall report no less than quarterly to the full Board of Directors.

**Section 2. *Other Committees.*** Other committees not having and exercising the authority of the Board of Directors in the management of Friends may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, a member of each such committee shall be a member, a contributor or donor to Friends, and the President shall appoint the members. Members thereof may be removed by the Board of Directors whenever, in their judgment, the best interests of Friends shall be served by such removal.

**Section 3. *Term of Office.*** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

**Section 4. *Chairman.*** One member of each committee shall be appointed chairman.

**Section 5. *Vacancies.*** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. *Quorum.*** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. Rules.** Each committee may adopt rules for its own governance not inconsistent with Florida Statutes, these bylaws, or with rules adopted by the Board of Directors.

**Section 8. Staff.** The chief staff officer of Friends shall be an ex-officio non-voting member of all committees, subcommittees or task forces as are necessary.

#### **Article IX. Contracts, Checks, Deposits, and Gifts**

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

**Section 2. Checks.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Friends, shall be signed by such officers, agent or agents of Friends, 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 Secretary-Treasurer or an Assistant Secretary-Treasurer and countersigned by the President and Chief Staff Officer of Friends.

**Section 3. Deposits.** All funds of Friends shall be deposited from time to time to the credit of Friends in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of Friends any contribution, gift, bequest or devise for the general purposes or for any special purpose of Friends.

#### **Article X. Books and Records**

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

#### **Article XI. Fiscal Year**

The Board of Directors shall determine the fiscal year of Friends.

#### **Article XII. Budget**

At each Annual Meeting, the Board of Directors shall recommend a budget for the ensuing year.

#### **Article XIII. Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of the Florida Not-for-Profit Corporation Act, or under the provisions of the Articles of Incorporation or the bylaws of Friends, a waiver thereof 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.

#### **Article XIV. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern Friends in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Friends may adopt.

#### **Article XV. Term**

The term of Friends shall be perpetual.

#### **Article XVI. Indemnification**

Any present or former director, officer, employee, or agent of Friends, or other such persons so designated at the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by Friends against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board of Directors or paid by Friends until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

#### **Article XVII. Conflict of Interest**

For purpose of the provision, the term "interest" shall include personal interest; interest as director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any concern; and having an immediate family member who holds such interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person, or other entity other than Friends.

No Director or Officer of Friends shall be disqualified from holding any office in Friends by reason of any interest in any concern. A director or officer in Friends shall not be disqualified from dealing, either as vendor, purchaser, or otherwise, contracting, or entering into any other transaction with Friends or with any entity of which Friends is an affiliate. No transaction of Friends shall be available by reason of the fact that any Director or Officer of Friends has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such Officer or Director is fully disclosed to the Board of Directors.
2. Such transaction is duly approved by the Board of Directors as being in the best interest of Friends.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
5. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Article XVIII. Amendments to Bylaws**

Subject to the limitations of the Articles of Incorporation, these bylaws, and the Corporations Not-for-Profit Law of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of Friends may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board of Directors or on petition of 80% of the membership of Friends.

Adopted 9/24/08