

BYLAWS
FRIENDS OF MACLAY GARDENS, INC.
a Florida not-for-profit corporation

ARTICLE ONE
ORGANIZATION

These articles shall be the Bylaws of the Friends of Maclay Gardens, Inc., unless amended or changed by the Board of Directors.

ARTICLE TWO
PURPOSE

The purpose of this organization shall be to render support and assistance to the management and staff of Alfred B. Maclay Gardens State Park in carrying out the responsibilities for managing this unit of the Florida Park Service for the use and benefit of the visiting public, now and in the future. Appropriate support and assistance may include such activities as providing volunteer service for special events as well as for routine maintenance and operation of the park, generating financial support for projects and programs, and helping to promote the best interests of Maclay Gardens through a variety of outreach efforts.

ARTICLE THREE
MEMBERSHIP

Membership in this organization shall be open to any individual, organization or business entity. Criteria for membership shall be determined by the Board of Directors. Memberships, with the exception of lifetime memberships, are for a one-year period and may be renewed annually. The fees for membership shall be set by the Board of Directors.

ARTICLE FOUR
MEETINGS

At least one annual meeting of this organization shall be held with appropriate notice to general membership at least thirty (30) days in advance of the annual meeting.

A special meeting of this organization may be called by the president, by any two (2) members of the Board of Directors, or by any ten (10) members of the organization when such meeting is deemed to be in the best interest of the organization. Notices of such meeting shall be mailed, via USPS or electronic mail, to all members at their addresses as they appear in the membership records at least ten (10) days but not more than thirty (30) days prior to the date set for such special meeting. Such notice shall state the reasons for such meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE
VOTING

At all meetings, all votes shall be by voice unless members present adopt another process. The vote of a majority of the members present (or represented by proxy) shall be necessary for the adoption of any matter. Each member shall be entitled to one vote.

**ARTICLE SIX
BOARD OF DIRECTORS**

The business of this organization shall be managed by a Board of Directors consisting of not less than eight (8) nor more than twenty-five (25) members including the elected officers of this organization.

The Directors shall be elected at the annual meeting of the members by majority vote. The initial Board shall consist of one- third (1/3) of the members being elected for a one-year term, one- third (1/3) for a two-year term; and one-third (1/3) for a three- year term. Thereafter, a Board of Director term shall be for three (3) years. Directors may be re-elected for succeeding terms.

Meetings of the Board of Directors shall be held once each month or as determined by the Board.

Any action permitted or required to be taken at a meeting of the Board may be taken by electronic vote. Any proposed action determined necessary to be decided prior to the next regularly scheduled Board meeting shall be emailed by the President or the President's designee to the email address of record for each Board member. Such action shall be approved by at least a quorum of the Board and by a majority of those voting. Any action taken by electronic vote shall be recorded in the Minutes of the next subsequent meeting of the Board.

One-third (1/3) of the members of the Board of Directors shall constitute a quorum. Each Director shall have one vote.

Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Board members, and such term shall be limited to the remainder of the term of the vacating Director.

A Director may be removed for cause as determined by three- fourths (3/4) majority vote of the Board of Directors.

**ARTICLE SEVEN
OFFICERS**

The officers of this organization shall be the President, the Vice- President, the Secretary, the Treasurer, and the immediate past President, all of whom shall be elected by the Board of Directors.

The Executive Committee of the Board of Directors shall consist of the officers of this organization and shall be chaired by its President. The Executive Committee may act for the Board of Directors provided that at its next regular meeting, the Board of Directors may adopt, reject or modify the actions of the Executive Committee.

The President shall preside over all meetings of the Board, the Executive Committee and the general membership, and shall have general and active management of the business of the corporation. The President shall be an ex-officio member of all standing committees and shall have power to fix the time and place of the meetings of all committees.

The Vice President shall, in the event of the absence or inability of the President to exercise the official duties of the office, become acting president of the organization.

The Secretary shall keep the approved minutes and records of the organization.

The Treasurer shall have the care and custody of all money belonging to the corporation and shall act prudently in depositing such money or securities at a financial institution(s) located in Tallahassee, Florida. The Treasurer shall render a written account of the finances of the organization. Such written report shall be part of the Minutes of the Board of Directors for each monthly meeting. The Treasurer shall also exercise all duties germane to the office of Treasurer.

The Board of Directors shall approve the expenditure of all monies from the funds of the Corporation, provided, however, that it may authorize a revolving fund of not more than Four Hundred Dollars (\$400.00) as petty cash for small expenditures by the Treasurer prior to approval but subject to ratification for proper corporate purposes.

No officer shall for reason of his or her office be entitled to receive any salary or compensation; but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE EIGHT SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees who at the discretion of the Board may be deemed necessary to conduct the business of the organization.

ARTICLE NINE COMMITTEES

All committees of this organization shall be created by the President or by the Board of Directors, and the term of office shall be determined by same.

ARTICLE TEN AMENDMENTS

These Bylaws may be amended, repealed or expanded by an affirmative vote of not less than two-thirds (2/3) of the Board of Directors.

ARTICLE ELEVEN

These Bylaws are hereby approved as amended this 2nd day of March 2022.