

BY-LAWS OF
Friends of Lovers Key, Inc.
A Florida Not-for-Profit Corporation

ARTICLE I
NAME AND LOCATION

SECTION 1 – The name of the corporation shall be: Friends of Lovers Key, Inc., hereinafter called the Corporation.

SECTION 2 – The principal place of business and affairs of the Corporation shall be in Lee County, Florida, or at such other location as determined by the Board of Directors and the principal office designated by the Board of Directors.

Lovers Key State Recreation Area
8700 Estero Boulevard
Fort Myers Beach, Florida 33931

ARTICLE II
PURPOSE AND OBJECTIVES

The purpose and objectives of the Corporation are as follows:

1. To act as a non-profit corporation which will function as a citizen support organization, as defined and regulated by the Florida Department of Environmental Protection, in order to generate and employ additional resources and support for and in the best interests of Lovers Key State Recreation Area through, among other events and activities, the following: special work projects, special programs, special events, outreach programs, educational and scientific research, activities and communications, guided tours as well as those activities or events which are designed to meet the additional areas of park needs recommended by the Division of Recreation and Parks or the Park Manager of Lovers Key State Recreation Area.
2. Generally to do all things and transact all business which may lawfully be done by any person or individual, not inconsistent with the rights and purposes of a non-profit corporation. Provided, however, the Corporation shall not engage in any activities prohibited under Chapter 617, Florida Statutes, including, without limitation, those activities expressly prohibited under Section 617.0105, Florida Statutes.
3. The purpose of this Corporation is to act as a non-profit corporation under the laws of the State of Florida with no view to pecuniary gain or profit to its members.
4. The Corporation shall be non-discriminatory, non-partisan, and non-sectarian.
5. The Corporation shall not engage in direct support or opposition to specific issues or activities of political officers or candidates.

ARTICLE III
OWNERSHIP

Certificate of Membership. The Corporation shall not issue shares of stock but membership in the Corporation shall be evidenced by a certificate of membership. No dividends shall be paid, and no part of the net income of the Corporation shall be distributed to the Corporation's Incorporators, Members, Directors, or Officers except in accordance with the provisions of Chapter 617, Florida Statutes, and the rules of the Internal Revenue Code with respect to a 501 (c)(3) organization.

ARTICLE IV
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year. The period of its existence shall be perpetual.

ARTICLE V
MEMBERSHIP

SECTION 1 – Members. Membership shall consist of any individual or business entity or club that possess a current valid membership certificate.

SECTION 2 – Enrollment. The Membership Chair shall keep a true and accurate membership listing of the names and addresses of all members. Such records shall be kept at the principal office of the Corporation. All members are expected to immediately notify the Membership Chair of the Corporation in writing of any changes of address.

SECTION 3 – Termination of Membership. Membership in this Corporation shall be terminated in any one of the following manners:

- a) By voluntary written resignation accepted by the Board of Directors.
- b) By resolution of the Board of Directors, without cause. Such resolution shall be adopted by a majority vote at a regular or special meeting of the Board at which a quorum is present.
- c) By expulsion for any violation of these By-Laws, or any rules or regulations adopted by the Corporation as determined by a majority vote at any regular or special meeting of the Board at which a quorum is present.
- d) By failure to pay the proper membership fee to become a member of the Corporation, provided a notice has been sent to the member and the member has failed to respond to the notice by paying said dues or membership fees.
- e) By voluntary or involuntary dissolution of the Member if the Member is corporation, firm, or other business entity.

Upon termination of membership, all right title and interest which a member may have had or acquired in the Corporation shall immediately cease, including without limitation, the right to vote and otherwise participate in the Corporation. Notwithstanding the foregoing, before any Membership shall cease against a Member's will, he shall be given an opportunity to be heard by the Board of Directors, unless he is absent from Lee County at the time of termination.

SECTION 4 – Effect of Termination. Termination of a Member for any reason shall not relieve the member as to any existing financial obligations owed by that Member to the Corporation.

SECTION 5 – Corporation and Other Business Entities. Should any Member of the Corporation be a partnership, association or corporation, it shall designate in writing the name of the person authorized to represent it in its relations to the Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each member of the corporation shall have but one voting representative.

SECTION 6 – Membership Not Transferable. Except as otherwise provided herein, membership is not transferable or assignable.

SECTION 7 – Reinstatement. Any member having been terminated and wishing again to become a Member may be reinstated at any time by action of the Board of Directors, upon receipt of written application for such reinstatement, the advance payment of any dues for the period in which the reinstatement becomes effective, with a showing satisfactory to the Board of Directors that the default which was the basis for the termination has been suitably corrected.

SECTION 8 – Good Standing. No member shall be considered to be in good standing if it is determined by a majority vote at a meeting of the Board of Directors at which a quorum is present that such member is delinquent in any financial obligations to the Corporation.

SECTION 9 – Rights. No member shall have any vested right, interest, or privilege of, in or to the assets, functions, affairs or franchises of the Corporation, or any other rights, interest, or privilege, which may be transferable or inheritable. No rights shall continue if a membership ceases, or while a member is not in good standing.

ARTICLE VI
FUNDS

SECTION 1 – Administration. All monies received by the Corporation shall be used and administered by its members and exclusively for the purpose set forth in Article IV in the Articles of Incorporation of this Corporation, and the By-Laws, as the Board of Directors may from time to time determine. All determinations of the Board of Directors concerning the expenditures of funds so held for use by the members shall be final and conclusive.

SECTION 2 – Budget. Thirty days prior to the annual meeting of the Members, a budget shall be certified by the Board.

ARTICLE VII
MANAGEMENT

SECTION 1 – Management of Board of Directors. The business and the property of the Corporation shall be managed by a Board of Directors. The size of the Board of Directors shall be determined by the Board, provided that the number of Directors shall never be less than 5, and shall not exceed 15. Ex-officio or honorary members of the Board of Directors, may serve from time to time as approved by the Board of Directors. They will serve as non-voting members of the Board. The Board of Directors shall additionally include the Park Manager. The Park Manager shall have the same powers as other members of the Board, excluding the right to vote, and may hold office other than President. The Park Manager may send a designee to attend meetings in his/her absence.

SECTION 2 – Powers of the Board of Directors. The Board of Directors shall have control and management of the affairs of the Corporation, with the authority to engage and discharge employees and agents of the Corporation, fix salaries, admit, suspend or expel members, create and appoint committees, and to do everything necessary and desirable in the conduct of the business of the Corporation, and in accordance with these By-Laws.

SECTION 3 – Quorum. Except as expressly provided otherwise in these By-Laws, a majority of the Directors shall constitute a Quorum for the transaction of all business at any meeting of the Board of Directors and affirmative vote of a majority 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 By-Laws.

SECTION 4 – Agreements. The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority shall be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or other person shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any propose or to any amount.

SECTION 5 – Approval of Expenditures. The Board of Directors shall approve the expenditure of all sums of all monies from the funds of the Corporation, provided, however, that it may authorize a revolving fund as a petty cash fund of not more than three hundred dollars (\$300.00) for a series of small expenditures by the Treasurer prior to approval but subject to ratification for proper corporate purposes.

SECTION 6 – Designation of Depositories. The Board shall designate the bank or banks for depository and drawing purposes.

SECTION 7 – Term. The term of office of the officers of the Corporation shall be as follows:

- (a) The Directors shall serve a term of three (3) years.
- (b) Thereafter, elections shall be held on an annual basis. Directors shall serve a staggered three-year term. Staggered three year terms will begin in January each year.
- (c) The Board of Directors shall annually - in October – form a committee made up of the Vice President and two board members. The committee shall solicit nominations from the members and shall prepare a slate of director nominees for the succeeding year.
- (d) Board members shall not serve consecutive terms except in extenuating circumstances whereby the Board would invite the Board member to continue service and if the request is accepted the Board must vote on the extended term. Vote of approval must be by 2/3 majority of the Board. Board member being considered for extension may not vote on their own extension.

A Director's term shall end in January of the term's expiration year, or until earlier resignation, death, or removal. Directors shall be elected by written/electronic ballot submitted to the Membership or by an annual or special meeting of the Membership called for such purpose.

Directors shall be elected by a majority vote of returned written/electronic ballots of the Members. Ballots are to be sent out to the general membership by December 10th of each year and will contain the names of those candidates who are up for election and the names of any members running for election to the Board. If a candidate is running unopposed and there are no new candidates for election to the Board, an election may not be necessary and shall not be held.

SECTION 8 – Voting. Each member of the Board shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy. Votes may be solicited by individual written/electronic communication for the entire board in the event a vote is necessary for business purposes prior to a scheduled meeting of the Directors providing a recorded record of that vote is made public.

SECTION 9 – Removal of Directors. Any Director may be removed from office by an absolute majority vote of the Membership 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 removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal.

SECTION 10 – Vacancies. Any vacancy occurring on the Board of Directors by reason of the death, resignation or removal of a Director shall be filled by appointment of the Board from the general membership. Such appointee shall serve during the unexpired term of the Director whose position has become vacant.

SECTION 11 – Liability. The Board of Directors may authorize the Corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer, or employee of the Corporation in an action brought by a third party against such person (whether or not the Corporation 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 Corporation or by both; provided the Board of Directors determines in good faith that such director, officer, or employee was acting in good faith within that which such person reasonably believed to be the scope of his employment or authority and for a purpose which they reasonably believed to be in the best interest of the Corporation or its Members. Payments authorized hereunder include amount paid and expenses incurred in settling any such action or threatened action.

SECTION 12 – Notice, Time, and Call of Meetings. The Annual Meeting of the Board of Directors may be held without notice immediately after the Annual Meeting of the Members. Written notice of the time and place of Special Meetings of the Board of Directors will be given to each Director by either personal delivery, first class mail, fax, e-mail, or telephone at least two days before the meeting.

The Board of Directors shall meet at monthly, except during June, July, August, and September. Directors are requested to notify the secretary in the event they cannot attend a meeting. The Board of Directors may change scheduled meeting date and time, or cancel meetings as necessary, by a majority vote of the Board.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors 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 the adjournment.

Meetings of the Board of Directors may be called by the President of the Corporation or by a majority of the Board.

To maximize meeting efficiency and effectiveness a Consensus Agenda maybe implemented.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications 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 order to encourage active participation by the Board and to carry on the normal business of the Corporation it is necessary to attend all meetings of the Board of Directors. Board members who miss more than three meetings annually without reasonable cause may be dismissed as provided in Article VIII, Section 2.

SECTION 13 – Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the Directors, or all the Members of the Committee, as the case may be, 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.

ARTICLE VIII OFFICERS

SECTION 1 – Officers The Officers of the Corporation shall consist of a President, Vice President, Secretary, and/or Treasurer, who shall be elected by the Board of Directors at the Annual Meeting of the Board. They shall be known as the Executive Committee. The Board may appoint such other Officers as they deem necessary.

SECTION 2 – Removal. Officers shall serve for a period of one (1) year or until such time as a successor is elected and/or until earlier resignation, death, or removal. An officer may be re-elected by a vote of the Board. Any Officer elected or appointed may be removed by an absolute majority of the Board of Directors if in their judgment the best interests of the Corporation will be served thereby.

SECTION 3 – Vacancies. A vacancy occurring in any office may be filled by the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 4 – President. The President shall be Chairman of the Executive Committee and, as such, shall be the first Executive Officer of the Corporation. The President shall preside over all meetings of the Board, the Executive Committee and the Members, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board or the Executive Committee are carried into effect. The President shall be ex-officio a member of all standing committees, shall have power, if needed, to fix the time and place of the meetings of all committees, and shall have the general powers and duties of supervision and management usually vested in the Office of President of a non-profit corporation. The President has responsibility to set agenda for all Board meetings.

SECTION 5 – Vice President. The Vice President shall assist the President in the discharge of such duties as required and shall preside in all meetings and perform the duties of President in the absence or disability of the President or in the event said office becomes vacant for any reason. The Vice President shall serve as chair of the nomination committee.

SECTION 6 – Secretary. The Secretary shall attend all general meetings of the Members and of the Board of Directors, coordinate with the membership chair and report monthly membership numbers and shall preserve true minutes of the proceedings of all such meetings. The Secretary shall keep the seal of the Corporation and shall have the authority to affix same to all instruments where its use is required. The Secretary shall give all notices as required by statute, by-law, or resolution and shall perform such other duties as may be delegated by the Board of Directors. The Secretary is responsible for completing and distributing the Board agenda and minutes for each monthly meeting.

SECTION 7 – Treasurer. The Treasurer shall have custody of all corporate funds, shall keep books belonging to the Corporation containing full and accurate accounts of all receipts and disbursements, and shall deposit all monies and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. Treasurer shall keep and maintain all corporate tax and financial records in a central, safe and organized location. Shall work with such professional accounting firms as designated by the Board. All checks and disbursements shall require signatures of an authorized Board member and two signatures are required for disbursements over \$500. The Treasurer shall render to the Directors at the meetings of the Board, whenever requested, an account of all transactions performed as Treasurer and of the financial condition of the Corporation. The Treasurer shall be ex-officio a member of any committee of the Corporation empowered to commit funds of the Corporation and shall be chair of the finance committee.

ARTICLE IX
MEETINGS OF THE MEMBERS

SECTION 1 – Annual Meeting. The Annual Meeting of the Members of the Association shall be held in January or as designated by the Board of Directors. Notice of the meetings shall be given by mail by the Secretary or Treasurer to each Member at least ten (10) days prior to such meeting. Business transacted at said meeting will include a report on , or the election of, the Board of Directors, along with the transaction of other business.

The Board of Directors may designate another date, time, and place for the Annual Meeting of the Corporation, in which event written notice of such revised time and place of meeting shall be mailed by the Secretary to each Member at least twenty (20) days in advance.

SECTION 2 – Special Meetings. Special Meeting of the Members may be called by the President or by the Board of Directors, at such time and place as the persons calling the meeting shall designate.

SECTION 3 – Notice of Members’ Meetings. Printed/electronic notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days, before the date of the meeting. Such meetings shall be called at the direction of the President or Vice President.

SECTION 4 – Quorum. A quorum for the transaction of business at a meeting of Members shall be fifteen (15) or more members or a majority of the Members in good standing, whichever is smaller. The Members present at any meeting with less than a quorum may adjourn the meeting to a future date. The vote of a majority of the votes entitled to be cast by the Members present shall be necessary for the adoption of any matter voted upon by the Members. Each Member category shall be entitled to one (1) vote.

ARTICLE X
NOTICES

SECTION 1 – Notice . All notices required by law or by these or by present or future rules and regulations of the Corporation given to any member or Officer of the Corporation shall be in writing and shall be given:

- (1) By delivery of the notice to the Member personally or
- (2) By delivery by first class mail, or electronic communication to the member or officer at their address as it appears on the records of the Corporation.

A Statement signed by the Secretary to the effect that such notice has been given in one of the above-mentioned forms shall be sufficient evidence of the delivery of said notice.

SECTION 2 – Waiver of Notice. Whenever any notice whatsoever is required to be given under law or under the provisions of the Articles of Incorporation or these By-Laws, 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 XI
AMENDMENTS

SECTION 1 – Amendment. These By-Laws may be repealed, amended or altered or new By-Laws may be adopted by a two-thirds (2/3) vote of the Directors at any meeting of the Directors, provided that members are informed that By-Laws changes are on the agenda.

ARTICLE XII
INTERPRETATION OF BY-LAWS

SECTION 1 – Construction. In case of any doubt or difference of opinion in the construction of these By-Laws, it shall be the duty of the Board of Directors to determine the construction thereof and its decisions, subject to applicable law, shall be final.

SECTION 2 – The members shall be bound by and conform to all By-Laws of the Corporation.

ARTICLE XIII
PROXIES

SECTION 1 – There shall be no proxies voted at meetings of the Board of Directors nor at meetings of the Members.

SECTION 2 – No Agreement between Members shall be effective to bind the Corporation.

ARTICLE XIV
DISSOLUTION

Dissolution of the Corporation may be accomplished as provided in Section 617.05, Florida Statutes.

*The above By-Laws of Friends of Lovers Key, Inc. were approved unanimously by the Board of Directors on this 12th day of June, 1997.

Carol Newcomb-Jones, President	Shirley Bradford, Board Member
Floyd Luckey Jr., Vice President	Dale Newhart, Board Member
Carmel Creach, Secretary	Deana Turner, Board Member
Carol Newhart, Treasurer	David W. Ward, Board Member
Jack Bradford, Board Member	Marjorie F. Ward, Board Member

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgements in the State and County aforesaid, personally appeared and known to me and known to be the persons who executed the foregoing Articles of Incorporation, and who are personally known to me or who have produced a _____ as identification and who did take an oath.

Witness my hand and seal this ____ day of _____, 1997.

PRINT NAME OF NOTARY PUBLIC

Notary Public

My Commission Expires: _____

**These by-laws were amended February 7th, 2008 by the Board of Directors:*

Ray Murphy, President	Pat DeVincent, Vice President
Terri Krass, Secretary	Flo Alexander, Membership Chair
Pam Jones-Morton, Events Coordinator	Raundi Medlock, Board Member
Linda B. Bright, Board Member	Don Brown, Board Member

**These by-laws were amended December 3, 2013 by the Board of Directors:*

Ray Murphy, President	Tim Horvatic, Vice President
Flo Alexander, Secretary	Jack DeLancy, Treasurer
Judy Greenwood, Events Chair	Rich Donnelly, Director
Pam Jones-Morton, Director	Todd Richards, Director
Neeley Murphy, Director	