By-Laws
Anclote Key State Park and Lighthouse Citizen Support Organization, Inc.
(Anclote CSO)
A Florida Not-For-Profit Corporation

ARTICLE I
NAME AND LOCATION

SECTION 1 - The name of this organization is the Anclote Key State Park and Lighthouse Citizens Support Organization, often referred to as the Anclote CSO, hereinafter in this document referred to as CSO. In communications, the CSO may also be referred to as the Friends of Anclote Key State Park and Lighthouse.

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

Official Address is the address of the State of Florida Park Manager for the Anclote Key State Park & Lighthouse. This is subject to change by action of the Board of Directors.

   Anclote CSO
   # 1 Causeway Boulevard
   Dunedin, Florida 34698

For general correspondence and communications, the following address is used. This is subject to change by action of the Board of Directors.

   PO Box 1561
   Dunedin FL 34697

ARTICLE II
PURPOSE AND OBJECTIVES

1. Acting as a non-profit citizen support organization, as defined and regulated by the Florida Department of Environmental Protection, to generate and employ additional resources and support for, and in the best interests of, Anclote Key State Park and Lighthouse. This will be accomplished through, among other events and activities, the following: special work projects, special programs, special events, outreach programs, educational and scientific research, activities and communications, interpretive programs, fundraising activities and events, 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.

2. To generally to do all things and transact all business which may lawfully be done by any person or individual, consistent with the rights and purposes of a non-profit CSO. The CSO shall not engage in any activities prohibited under Chapter 617, Florida Statutes.

3. However, there shall be no pecuniary gain or profit to CSO members. The CSO shall be non-discriminatory, non-partisan, and non-sectarian. The CSO shall not engage in direct support or opposition to, specific issues or activities of political officers or candidates.
ARTICLE III
OWNERSHIP

The CSO shall not issue shares of stock, but instead a certificate of membership shall evidence membership in the CSO. No dividends shall be paid, and no part of the net income of the CSO shall be distributed to the CSO'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 CSO shall be the calendar year. The period of its existence shall be perpetual.

ARTICLE V
MEMBERSHIP

SECTION 1 - Members. Members shall consist of any individual or business entity or organization. The following types of Membership, along with their voting rights follow:

1. Individual – one vote
2. Family (Those living in one household) – one vote (unless family Members are each Board Members and then each Board Member is allowed one vote).
3. Organizations – one vote
4. Business – one vote
5. Honorary – non-voting

SECTION 2 – Membership List. The CSO shall keep a true and accurate membership list of the names and contact information for all members. Such records shall be kept by an officer or someone designated by the Board to manage those records. All members are encouraged to immediately notify the CSO of any changes to their contact information.

SECTION 3 - Termination of Membership. Membership in Anclote CSO can be terminated in any one of the following ways:

1. By voluntary written resignation accepted by the Board of Directors.
2. By expulsion for any violation of these By-Laws, or any rules or regulations adopted by the CSO as determined by a majority vote at any regular or special meeting of the Board at which a quorum is present.
3. By failure to pay the proper membership fee 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.

Upon termination of membership, all right title and interest which a member may have had or acquired in the CSO shall immediately cease including the right to vote and otherwise participate in the CSO. Before any Membership shall cease against a Member's will, s/he shall be given an opportunity to be heard by the Board of Directors, unless s/he is absent from Pinellas County at the time of termination.

SECTION 4 – Designated Representatives of Organizations and/or Businesses. Organizations and/or Business Members shall designate in writing the name of the person authorized to represent it in its relations to the CSO. The designated person and may change from time to time by written notice to the CSO.
SECTION 5 - Membership Not Transferable. Except as otherwise provided herein, membership is not transferable or assignable to another person, family, organization or business.

SECTION 6 - Rights. No member shall have any vested right, interest, or privilege of, in or to the assets, functions, affairs or property of the CSO, nor 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.

SECTION 7 – Membership Fees. Membership fees are annual and are currently based on upon the original date of Membership, although this may be changed by the Board of Directors upon vote at a regular meeting with a Quorum. The Board of Directors has the responsibility to set the Membership fee prices for each type of Member. This fee will be reviewed annually during the budgeting process and the fees enacted for the upcoming budget year.

ARTICLE VI
FUNDS

SECTION 1 - Administration. All monies received by the CSO shall be used and administered by its Board of Directors for the purposes described in the Articles of Incorporation.

SECTION 2 . Budget. One month prior to the Annual Meeting of the Members, a budget for the upcoming Fiscal Year shall be enacted by the Board.

ARTICLE VII
MANAGEMENT

SECTION 1 . Management by Board of Directors. The business and the property of the CSO 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 three (3), and more than eleven (11) and who are members in good standing.

SECTION 2 . Special Members of the Board of Directors. Ex-officio and/or Honorary Members may serve in specially appointed, non-voting Board positions from time to time as approved by the Board of Directors. The Park Manager or his/her designee shall always serve in this capacity.

SECTION 3 - Powers of the Board of Directors. The affairs of the CSO shall be managed by the Board of Directors.

SECTION 4 – 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. Meetings may be face-to-face or through a technology solution, including meeting using an online-solution as well as voting by email.

SECTION 5 - 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 CSO 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
CSO by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 6 - Approval of Expenditures. The Board of Directors shall approve the expenditure of all sums of all monies from the funds of the CSO, 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 for corporate purposes.

SECTION 7 - Designation of Depositories. The Board shall designate the bank or banks for depository and drawing purposes. Signatories on the account(s) shall include the following officers: President, Treasurer, and Secretary. These shall be updated annually within one month of the election.

SECTION 8 – Terms of Office.

1. Directors shall serve a staggered two-year term. That is, half of the Directors’ terms will end one year, and the other half the next so that there is continuity on the Board.
2. A Director’s term shall conclude at the end on the two-year term or upon resignation, death, or removal. Directors shall be elected by written ballot (Electronic Ballot is acceptable) submitted to the Membership or by an annual or special meeting of the membership called for such purpose.

SECTION 9 – Elections. Officers shall be agreed upon by the newly elected Board. This agreement will take place at an extended meeting following the Annual Meeting.

1. Elections shall be held on an annual basis.
2. Nominating Committee: The Board of Directors shall annually 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.
3. Time table
   a. The Nominating Committee will call for Nominations in October of each year.
   b. The election will take place in November.
   c. The ballots will be electronically distributed by email to all Members in good standing who have email accounts in their Membership record, and by United States Postal Service mail for those who do not have email addresses. Two weeks will be allowed for voting. Electronic voting systems may be used.
   d. New Board Members will be announced in December and will take office at the Annual Membership Meeting in January (or February) of each year.
   e. January will be designated as transition and Board Member orientation.
4. Directors shall be elected by a majority of the votes received.
5. If Board members are 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 10 – Voting by Board Members.

1. Each member of the Board shall possess one (1) vote in matters coming before the Board.
2. Directors may not vote by proxy.
3. In the event a vote is necessary for business purposes prior to a scheduled meeting, Directors may be contacted by email or telephone. All Members of the Board shall be contacted. The result of the vote will be announced at the next meeting and included in the minutes for the record.

SECTION 11 - 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 CSO. 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 12 - 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 by the remaining Members of the Board. Such appointee shall serve during the unexpired term of the Director whose position has become vacant.

SECTION 13 - Liability. The Board of Directors may authorize the CSO 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 CSO in an action brought by a third party against such person (whether or not the 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 CSO 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 CSO or its Members. Payments authorized hereunder include amount paid and expense incurred in settling any such action or threatened action.

SECTION 14 - Notice, Time, Call and Attendance at Board Meetings.

1. The Board of Directors shall meet at least quarterly. Directors are requested to call the Board of Directors President in the event they cannot attend a meeting. The Board of Directors may change the meeting date and time, or cancel meetings as necessary, by a majority vote of the Board.

2. Meetings of the Board of Directors may be called by the President of the CSO or by a majority of the Board. Notice of such meetings may be by personal delivery, first class mail, fax, email, or telephone at least two days before the meeting.

3. Members of the Board of Directors may participate in a meeting by teleconference.

4. Board members who miss more than three meetings annually without reasonable cause may be dismissed as provided in Article VIII, Section 2.

ARTICLE VIII
OFFICERS

SECTION 1 - Officers. The Officers of the CSO shall consist of a President, Vice President, Secretary, and Treasurer, who shall be elected by the Board of Directors at the January 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 two (2) years or until such time as a successor is elected and/or until earlier resignation, death, or removal. 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 CSO will be served thereby.

SECTION 3 - Vacancies. A vacancy occurring in any office may be filled by the Board of Directors. An Officer elected or appointed to fill a vacancy shall be elected or appointed 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 CSO. 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 CSO, 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 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 CSO.

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 is the Chair of the Nominating Committee.

SECTION 6. Secretary. The Secretary shall attend all general meetings of the Members and of the Board of Directors, and shall preserve true minutes of the proceedings of all such meetings. 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 will complete the minutes of the meeting and distribute them to the BOD within 10 days of the meeting.

SECTION 7. Treasurer. The Treasurer shall have custody of all corporate funds, shall keep books belonging to the CSO containing full and accurate accounts of all receipts and disbursements, and shall deposit all monies and other valuable effects in the name of the CSO in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall provide, whenever requested, an accounting of transactions and of the financial condition of the CSO. The Treasurer shall be an ex-officio member of any CSO committee empowered to commit CSO funds.

ARTICLE IX
MEETINGS OF THE MEMBERS

SECTION 1 – Annual Meeting. The Annual Meeting of the Members of the Association shall be held in February or as designated by the Board of Directors. Notice of the meeting shall be given by email, USPS mail, or telephone, to each Member at least ten (10) days prior to the scheduled date of the meeting. Business transacted at this meeting will include a report of the election of the Board of Directors, an annual financial report summary, along with the transaction of other business.

SECTION 2. Special Meetings. Special Meetings 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. Written or printed 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, either personally, by email, or by first class mail, by or at the direction of the President or Secretary, or the Officers or persons calling the meeting, to each Member entitled to vote at such meeting. Alternately, it will be considered delivered if no “not-deliverable” receipt is returned by the announcement email.

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.

ARTICLE X
NOTICES

SECTION 1 - Notice. All notices required by law or by these or by present or future rules and regulations of the CSO given to any member or Officer of the CSO shall be in writing and shall be given by delivery of the notice to the Member personally, by first class mail, e-mail, or fax addressed to the
member or officer at their address as it appears on the records of the CSO. A Statement signed by the Secretary, or entered into minutes of a meeting, 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.

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 of these By-Laws, as they exist at the time of their joining the CSO, or as they may thereafter be changed or amended.

ARTICLE XIII
PROXIES

SECTION 1 - There shall be no proxies voted at meetings of the Board of Directors or at meetings of the Members.

SECTION 2 - No Agreement between or among Members shall be effective to bind the CSO.

ARTICLE XIV
DISSOLUTION

Dissolution of the CSO may be accomplished as provided in Section 617, Florida Statutes. It is the preference of the CSO that any remaining funds are directed to one of the other CSOs under the direction of the Park Manager currently supervising the Anclote Key State Park and Lighthouse.

The above Bylaws of Anclote Key Citizens Support Organization, Inc., were approved and amended October 1, 2013.

President

V. Phillips

Vice President

N/A

Secretary

K. Smith

Treasurer

M. Hernandez

L. Seabolt

Board Members

Anclote CSO By-Laws