

# **BY-LAWS OF FRIENDS OF DUDLEY FARM, INC.**

Citizens Support Organization of Dudley Farm State Historic Site

## **ARTICLE I. PURPOSE**

The purpose of the Friends of Dudley Farm, Inc. Citizen Support Organization (hereinafter Corporation) is to conduct programs and activities, raise funds, request and receive grants, gifts and bequests of money or items of value; promote academic, archeological, cultural, historic resource and scientific research; 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 Dudley Farm State Historic Site or the Florida Park System and programs thereof.

## **ARTICLE II. PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at Dudley Farm Florida State Park, 18730 W. Newberry Road, Newberry, FL 32669.

## **ARTICLE III. MEMBERS**

**1. General.** The Corporation shall be composed of all persons (individuals, organizations, businesses, partnerships, or corporations) accepted to membership by the Board of Directors. All persons who are interested in the activities of the Corporation and who apply for membership shall be eligible for membership. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, age, national origin or disability.

**2. Classes of Membership.**

**A. Individual Members.** Any person having made application to the Board of Directors and paid dues shall be considered an individual member. Individual members may be elected to the Board of Directors and shall have voting privileges.

**B. Family Members.** Two or more persons utilizing the same mailing address, having made application to the Board of Directors 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.

**C. Patron Members.** Any person, business or organization having made application to the Board of Directors and paid dues is eligible to become a patron member. The patron member is entitled to one vote and a representative of the business or organization is eligible to serve on the Board of Directors.

**D. Benefactor.** Any person, business or organization having made application to the Board of Directors and paid dues is eligible to become a Benefactor member. The Benefactor member is entitled to one vote and is eligible to serve on the Board of Directors.

**E. Sustaining Members.** Any person, business, or organization having made application to the Board of Directors and paid dues is eligible to become a sustaining member. The sustaining member is entitled to one vote and a representative of the business or organization is eligible to serve on the Board of Directors.

**F. Lifetime Member.** Any person having made application to the Board of Directors and paid dues is eligible to become a Lifetime Member. The Lifetime Member is entitled to one vote and is eligible to serve on the Board of Directors.

**G.. Other Members.** The Board of Directors may establish additional classes of members and dues by resolution.

#### **ARTICLE IV. DUES**

The dues for all membership categories shall be established and reviewed by the Board of Directors annually.

#### **ARTICLE V. MEMBERSHIP MEETINGS**

**1. General Meetings.** Regular business meetings of the Corporation shall be held not less than annually at a time and place designated by the Board of Directors.

**2. Annual Meeting.** An annual meeting of the membership of the Corporation shall be held during the last month of each fiscal year. The meeting shall be held at a time and place set by the Board of Directors. Election of members of the Board of Directors will be held, and Board reports will be made during the annual meeting.

**3. Other Meetings.** Other meetings of the membership may be called and held at the request of one-third (1/3) of the members, the President, or a majority of the Board of Directors. Notice of

this meeting and statement of purpose shall be mailed to all members at least seven (7) days prior to the meeting.

**4. Voting.** At all meetings of the Corporation each voting member in good standing shall be entitled to vote in person. No Proxy voting shall be permitted.

**5. Quorum.** A quorum for the transactions of all lawful business shall be the voting members attending an official meeting. Only members who are current in payment of dues shall be entitled to vote.

**6. Order of Business.** The order of business at all meetings of the Corporation shall be as follows:

- a) Determining of a quorum.
- b) Reading of minutes of previous meeting
- c) Presentation and consideration of reports of officers, directors, and standing committees.
- d) Unfinished business.
- e) New business.
- f) Adjournment.

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid out in "*Robert's Rules of Order*" shall govern all deliberations, when not in conflict with these by-laws.

## **ARTICLE VI. BOARD OF DIRECTORS**

**1. Members.** The business and affairs of the Corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than five (5) nor more than fifteen (15) persons, elected from the membership by the voting members. All directors must be members of the Corporation. Directors shall serve for a term of three (3) years or until a successor Director has been elected, and shall serve no more than two (2) consecutive terms. The Board will determine a system of rotation that involves rotating approximately one-third (1/3) of Board members in a given year.

**2. Election of Officers.** Following election of members to the Board of Directors at the Annual Meeting of the membership, and prior to the beginning of the new fiscal year, old and new members of the Board of Directors shall meet to elect members to vacant offices of the Board of Directors for the coming fiscal year.

**3. Compensation.** No member of the Board of Directors shall receive any compensation from the Corporation. Reimbursement for travel and out-of-pocket expenses for special out-of-

town meetings may be approved by the Board.

**4. Liability of Directors.** The Directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

**5. 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 remaining unexpired term of the Director whose position is vacated. Any director not performing duties in a proper, ethical and satisfactory manner may be removed from the position by the Board of Directors following a two-thirds (2/3) vote of the Board at a regularly scheduled or special meeting. Any Director who misses two consecutive meetings, unless excused, will be removed from the position of Director. The Director must be notified in writing of the proposed removal at least fifteen (15) days prior to the meeting.

**6. Meetings.** The Board of Directors shall hold their meeting at least bi-monthly at a time and place designated by the Board. The general membership may attend these meetings. Minutes from the previous meeting and the agenda for the current meeting will be available at this meeting.

**7. Special Meetings.** The President of the Corporation or at least two (2) of the Directors currently in office may call a special meeting. The Secretary shall give notice of each special meeting by telephone or mail at least three (3) days prior to the meeting to each 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 notice of such meeting.

**8. Quorum.** Fifty-one percent (51%) of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

**9. Power to Make By-Laws.** The Board of Directors shall have the authority to make, alter and repeal by-laws for the government of the Corporation and the regulation of its affairs, subject to the ratification of Voting Members at the any duly called meeting.

**10. Election of Officers.** At the first regular meeting of the Board of Directors held after the annual meeting of voting members of the Corporation, the Board of Directors shall elect the officers of the Corporation.

**10. Conflict of Interest.** A conflict of interest may exist where a Director is directly or indirectly a party to a transaction, if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director, or general partner.

Where a possible conflict of interest exists relative to any matter presented to the Board of Directors for consideration, the Director thereby affected shall ensure that the material facts of

the transaction are known or disclosed to the Directors, committee members, or member who authorize, approve or ratify the transaction. The affected Director shall abstain from voting on any such actions where a potential conflict of interest may exist.

## **ARTICLE VII. OFFICERS**

The general officers of the Corporation shall be a President, First Vice President, Vice-President for Membership, a Secretary and a Treasurer, to be elected by the Board of Directors. The term of office of each such officer shall be two (2) years and until the successor such officer shall be elected and qualified. All officers must be members of the Corporation. The Board of Directors shall have authority to appoint such other officers and agents as it may deem necessary who shall exercise such powers and perform such duties as the Board of Directors may determine from time to time.

## **ARTICLE VIII. DUTIES OF OFFICERS**

The principal duties of the officers of the Corporation shall be as follows:

- 1. President.** The President shall preside at all meetings of the Corporation and of its Board of Directors; shall have general supervision of the business and affairs of the Corporation, subject to the control of the Board of Directors; shall serve as chairperson of the Executive Committee and shall have all powers and duties usually incident to the office of President in similar corporations, and shall perform such other duties as may be required by the By-Laws or the Board of Directors.
- 2. First Vice President.** The First Vice President, in the absence of the President, or in the case of the inability of the latter to act, or in the case of a vacancy in the office of President, shall perform the duties and exercise the powers of the President or perform such additional duties as these By-Laws may prescribe or as may be assigned by the Board of Directors.
- 3. Vice President for Membership.** The Vice President for Membership shall develop membership, maintain records of membership, receive and account for membership dues and welcome new members to the Corporation. In the absence of the President and First Vice President, the Vice President for Membership shall assume the duties of President.
- 4. Secretary.** The secretary shall have charge of the records of meetings of the Corporation and of its Directors; shall make a report at the annual meeting of the Corporation; and shall perform such other duties as are usually incident to the office of Secretary in similar corporations

and shall perform such other duties as may be required by the By-Laws or by the Board of Directors

**5. Treasurer.** The Treasurer shall have custody of the monies of the Corporation and shall collect the same as prescribed by the Board of Directors; shall keep accurate accounts of all monies received and disbursed by or on behalf of the Corporation; shall make a report thereon at the annual meeting of the Corporation, and submit the results of an internal audit to the Board of Directors. The Treasurer shall submit a report of the financial condition of the Corporation as required by the Board; and shall perform such other duties as are usually incident to the office of Treasurer in similar corporations, or as required by the Board of Directors.

## **ARTICLE IX. COMMITTEES**

**1. Executive Committee .** The Officers of the Corporation shall constitute the Executive Committee which may, in instances identified by the By-Laws and the Board, act in place of the Board.

**2. Long Term Standing Committees.** Committees may be established as long term standing committees. The President, chairpersons and committee members shall develop a brief statement of goals and objectives for each committee each year. Each Committee will prepare a brief one (1) page report to be presented at each regular meeting stating the executive summary, highlights (accomplishments), low lights (setbacks), and major activities of the committee since the prior meeting.

**3. Short Term Committees.** Short term or ad hoc committees which are limited in purpose and scope may be established by the President or Board of Directors as required.

## **ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**1. General.** Except as the Board of Directors may generally or in particular cases 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 Corporation by the Treasurer or by such officers, or agents or employees of the Corporation, as may from time to time be designated by the Board of Directors. All instruments of transfer of personal property other than securities, 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 or empower one or more officers or agents of the Corporation to execute and deliver any and all papers and documents or to do other acts or things on behalf of the Corporation, including any required or convenient in dealing with governmental authorities.

- 2. Authorized Expenditures.** Current expenditures for the proper administration of the Corporation shall be paid by the Treasurer, as stipulated in the approved annual budget or by vote of the Board of Directors. The Treasurer is authorized to disburse up to Two Hundred Dollars (\$200.00) for special projects approved by the Board in concept but not specifically budgeted. The Executive Committee is authorized to direct disbursement up to \$1,000 in unusual circumstances involving opportunities that have been approved in concept, either budgeted or not, if the situation requires immediate response. The Board shall review all such expenditures. In general, project expenditures greater than Two Hundred Dollars (\$200.00) shall require Board approval prior to disbursement. The Secretary of the Corporation 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 verify all expenditures.
- 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 4. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.
- 5. Financial Review.** The Treasurer shall submit the Corporation's financial books and records for an annual financial review as required by law at the close of the fiscal year, when there is a change of Treasurer, or at 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 (Friends of Dudley Farm, Inc.) And words "State of Florida". Also the Dudley star brand shall be incorporated into this seal.

#### **ARTICLE XII. FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September each year.

#### **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

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

#### **ARTICLE XIV.**

## **AMENDMENTS**

The By-Laws shall be subject to amendment and repeal by a majority of the Board of Directors subject to ratification the of the Voting Members of the Corporation at any official meeting.

These By-Laws adopted on this 15<sup>th</sup> day of October, 1996.

Amended October, 2004.