

**BY-LAWS OF SUPPORTERS OF DEL-NOR
WIGGINS PARK, INC.**

**ARTICLE I
DEFINITION**

The name of this organization shall be Supporters of Del-Nor Wiggins Park, Inc., herein called the Corporation.

**ARTICLE II
PURPOSE**

The purpose or purposes for which the Corporation is organized are:

A. Exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Further, within the limitations specified in the sentence above, to engage in and transact any lawful business for which not-for-profit corporations may be incorporated under the Florida General Corporation Act.

No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

1. To assist park staff with resource management, facility maintenance, recycling and visitor services.

2. To improve park resources and facilities through fundraising events and volunteer activities.

C. To engage in the business of promoting environmental awareness, and the enjoyment of and use of the state park known as Delnor-Wiggins Pass State Park, located in Collier County, Florida.

D. To learn more about the park's ecosystem, inhabitants and functions.

ARTICLE III PRINCIPAL OFFICE

The principal office of the Corporation in this State shall be located in Collier County, Florida. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time designate.

ARTICLE IV MEMBERS

1. **Eligibility of Members:** All persons, corporations, partnerships or other entities who are interested in furthering the purpose of the organization are eligible for membership in this Corporation. Membership shall be obtained by submitting an application on a form approved by the Board of Directors.

2. **Categories of Membership:** Category options include individual, family, and corporate memberships. Other options may be defined

periodically by the Board of Directors. At any meeting of the Corporation, a Corporation member shall be entitled to one vote. Multiple owners of a membership shall have only one composite vote. Absentee ballots shall be allowed, but must be in writing and shall be filed with the Secretary and by him or her entered and recorded in the Minutes of the meeting.

3. Membership Dues: The set amount for yearly membership will vary by each category of membership. These dues will be periodically established by a majority vote of the membership.

4. Termination of Member: A failure to pay the annual dues when the same shall be due shall result in the termination of membership in the Corporation. A member may be terminated at any time by a majority vote of the Board of Directors. If the Board of Directors decides to terminate a member, the Secretary shall send written notice of a meeting to the member. At the meeting before the Board the member shall be given the opportunity to be heard by those making the decision. If the member is terminated, it shall be recorded in the membership book.

ARTICLE V MEMBERSHIP MEETINGS

1. Annual Meeting: An annual meeting of the Corporation members shall be held on the second Monday of January of each year, said meeting to be held at the conference room at Delnor-Wiggins Pass State Park. Notice of

such annual meeting may be made by an announcement in local newspapers, posted at the Delnor-Wiggins Pass State Park gate house, by telephone, by electronic transmission, or any combination of these methods. At such meeting The Board of Directors or the President thereof shall submit a report to the Corporation of the business transacted during the preceding year, together with a report of the general financial condition of the Corporation. At such meeting the Park Manager shall give a presentation concerning the status of the unit. At such meeting the Corporation members shall elect Directors to serve until their successors shall be elected and qualified.

2. General Meetings: Regular meetings of the membership may be held the second Monday of each month. During each regular meeting the presiding officer will announce the date, time and place of the next regular meeting. Notice of the date, time and place shall be made in the same manner as described for the annual meeting.

3. Other Meetings: Any special meeting of the Corporation to be held at the place designated by such notice thereof may be called at any time by the President, or in his or her absence, a Vice President, or a majority of the Directors. Notice of the date, time and place for such special meeting shall be made in the same manner as described for the annual meeting. It shall be the duty of the Directors, the President, or a Vice President to call such a

meeting whenever so requested by the Corporation members constituting more than 10% of the Corporation voting membership.

4. Meeting Minutes: The Secretary shall provide the minutes of the previous membership meeting. Minutes of all meetings of the members and the Board of Directors shall be kept in a business-like manner and available for inspection by members and Board members at all reasonable times.

This may be accomplished by maintaining copies of such Minutes on site for a period of not less than seven (7) years.

5. Quorum: A quorum for the transaction of business at any Corporation membership meeting shall be 10% of the membership. The Corporation members present at any meeting with less than a quorum may adjourn the meeting to a future date.

When a quorum is present at any meeting, a majority of the members present in person or represented by written proxy shall decide any question brought before the meeting, unless the questions is one upon which by express provision of the Statutes or By-Laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

7. Order of Business: The order of business of all meetings of the Corporation shall include the following elements: determination of a quorum, approval of previous meeting minutes, presentation and consideration of

reports, unfinished business, new business, and adjournment.

8. Procedure: The order of business may be altered or suspended at any meeting by a majority vote of the members present. The parliamentary rules specified in The New Robert's Rules of Order shall govern all deliberations, when not in conflict with these by-laws.

ARTICLE VI BOARD OF DIRECTORS

1. Responsibilities: The administration and management of the Corporation shall be vested in the Board of Directors and its officers who shall have a fiduciary relationship to the members. The Corporation shall maintain such accounts and records as are necessary and prudent in accordance with good business standards, and shall have the same powers, authorities and responsibilities as are vested in the Officers and Directors of a corporation not for profit under the laws of the State of Florida. The officers and directors, in the performance of their duties, shall cause to be maintained a record of all receipts and expenditures and an account for each member reflecting the name and address of the member and the date said member's annual membership fees are due.

2. Number of Directors: Nine (9) Directors, elected by members, shall serve on the Board.

3. Length of Director's Term on the Board: Members of the Board of Directors shall be elected for a term of three (3) years and any member of said Board may be re-elected for additional terms.

4. Nominating Process: Not later than sixty (60) days before each annual meeting the President shall appoint, with the approval of the Board, a nominating committee of three voting members of the Corporation. The committee shall present to the voting members at least fourteen (14) days before the annual meeting, the names of the individuals it recommends for election to fill whatever vacancies may exist in the Board at that time.

Voting members at the annual meeting may make additional nominations.

5. Vacancies: A director can resign at any time. Vacancies in the Board of Directors may be filled by an affirmative vote of the majority of the remaining Directors, even if they do not constitute a quorum of the remaining Board. A Director who fills a vacancy finishes the unexpired term.

6. Removal of Director: A Director may be removed at any time by a majority vote of the Board of Directors for the following reasons: absent from three (3) consecutive meetings, or has not performed duties in a proper, ethical, or satisfactory manner. The Director must be notified in writing of the proposed removal at least fourteen (14) days prior to the next meeting.

7. Annual Board Meeting: An annual meeting of the Board of Directors

shall be held immediately after the adjournment of the annual Corporation meeting.

8. Special Board Meetings: The President of the Corporation or at least two (2) of the Directors currently in office may call a special Board meeting.

The President shall give notice to each Director of each special Board meeting orally, by mail, or electronically at least two (2) days prior to the meeting.

Unless indicated in the notice, any business may be transacted at a special Board meeting.

9. Quorum: Fifty-one (51) percent of the Directors of the Board shall constitute a quorum for the transaction of business.

10. Written Record of Resolutions: The Secretary shall record resolutions passed by the Board.

11. Action without a Meeting: The Board can act without a meeting, if the action is unanimous and done in writing, signed by all the Directors.

12. Compensation: A Director may receive compensation from the Corporation for services provided to the Corporation. Reimbursement for travel and out-of-pocket expenses for special out-of-town meetings may be approved by the Board. The Board of Directors may engage such agents or parties as it may deem necessary to assist it in the administration and management of the Corporation.

13. Liability of Directors: The Directors of the Corporation shall not be

personally liable for monetary damages to any person for any statement, vote or decision regarding organizational management or policy unless (a) the Director breached or failed to perform his or her duties as a Director and (b) the breach or failure to perform is:

- 1) a criminal offense, unless the Director had reasonable cause to believe the conduct was lawful,
- 2) a transaction from which the Director derived an improper personal benefit, or
- 3) reckless or the act was committed in bad faith or with a malicious purpose.

14. 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 the Director with the conflict shall ensure that the material facts of the transaction are known or disclosed to the Directors, committee members or members who authorize, approve, or ratify the transaction. This Director shall abstain from voting on any such actions where a potential conflict of interest may exist.

15. Role of Park Manager: Due to the close relationship between the Corporation and Delnor-Wiggins Pass State Park, the individual holding the position of park manager shall be an ex-officio member of the Board of Directors and a member of the Corporation. As such ex-officio member the

park manager or in his absence his duly-designated substitute shall be entitled to all the privileges of membership in the Corporation and as a member of the Board of Directors. Such park manager is entitled to notice of any special or annual meetings of the Corporation or any special or annual meetings of the Board of Directors with the privilege of participating in any discussion at such meetings. However, the park manager shall not be considered in determining existence of quorum for the purpose of the meeting and his or her presence shall not be counted in determining whether or not a motion or other action has been passed.

ARTICLE VII OFFICERS

1. **Election of Officers:** At the first meeting of the Board following the annual meeting of voting members of the Corporation, the Board shall elect the Officers.
2. **Officer Positions:** The Corporation shall have a president, a vice president, a secretary, and a treasurer. They shall be chosen by the Board of Directors and shall hold their offices from year to year and shall be elected or re-elected at the annual meeting of the Board of Directors. The Corporation may also have more than one (1) vice president, assistant secretaries or assistant treasurers and such other officers and agents as may be deemed necessary. Any person may hold two (2) or more offices, except that the

president shall not also be the secretary or assistant secretary of the Corporation.

3. **Removal of Officers:** An Officer may be removed for the same reasons and in the same manner as described under **Removal of Director**.

4. **Vacancy:** In case of vacancy in any office, the Board by a majority vote may elect a successor to hold the office for the remainder of the term.

5. **Duties of Officers:** All Officers and Directors must be members of the Corporation. The principal duties of the Officers of the Corporation shall be as follows:

A. **President:** The President shall preside at all meetings of the Corporation and of the Board; shall have general supervision of the business of the Corporation, subject to the control of the Board; and shall perform such other duties as may be required by the by-laws or the Board.

B. **Vice President:** The Vice President, in the absence of the President, or in case of a vacancy in the office of President, shall exercise the powers of the President.

C. **Secretary:** The Secretary shall keep the records of the meetings of the Corporation and of its Directors; and shall perform other such duties as required by the by-laws or by the Board.

D. **Treasurer:** The Treasurer shall maintain the finances of the Corporation; shall keep accurate accounts of all monies received by the Corporation; shall

make reports at each meeting of the Corporation and to the Board when requested by the Board.

E. Membership: The Membership Officer shall maintain membership accounts for each member reflecting the name and address of the member and the date said member's annual membership fees are due.

ARTICLE VIII COMMITTEES

The Board of Directors may establish committees with limited scope and purpose as necessary.

ARTICLE IX CONTRACT, CHECKS, DEPOSITS, AND FUNDS

1. **General:** Except as the Board may authorize 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 of the Corporation by the Treasurer and by such other Officers or agents of the Corporation as may be designated by the Board. All instruments of conveyance of real property, and all agreements shall be signed by such Officers or agents as the Board may direct, and, in any event, they may be signed by any two of the following Officers: the President, the Vice President, the Secretary, or the Treasurer. The Board may authorize and empower one or more Officers or agents of the Corporation to execute and deliver and documents or to do other acts on behalf of the Corporation.

2. Authorized Expenditures: The Treasurer shall pay current expenditures for the administration of the Corporation as stipulated in the annual budget or by vote of the Board. The Treasurer shall approve any expenditures up to \$100, the President shall approve up to \$200, and the Board of Directors up to \$1,000, for direct support of park system activities. All other expenditures which are not budget must be approved by the Board of Directors.

3. Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories the Board selects. The Board of Directors shall maintain accounting records according to good accounting practices. These shall be open to inspection by all members or their authorized representatives at reasonable times. Designated signatories with authority to withdraw funds may be bonded as deemed necessary by the Board.

4. Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for any purpose of the Corporation.

5. Dissolution: In the event the Corporation is dissolved, the residual assets will be turned over to one (1) or more corporations which themselves are exempt as described in sections 501 (c) (3) or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose. No part of the Corporation's assets

shall inure to any member or Director.


**ARTICLE X
FISCAL YEAR**

The fiscal year of the Corporation shall begin January 1st and end December 31st.

**ARTICLE XII
AMENDMENTS**

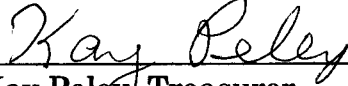
The Board shall have the authority to amend and repeal the by-laws. Any member may propose amendments. An amendment proposed by a voting member must be submitted in writing to the Board by that member at least ten (10) days prior to a regular meeting of the Board at which the Board will make a decision on the proposed amendment.

The above By-Laws of Supporters of Del-Nor Wiggins Park, Inc. were approved unanimously by the Board of Directors on November 14, 2005.

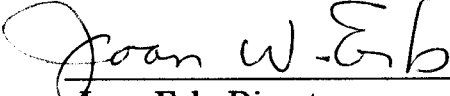

Lois Cantwell, President

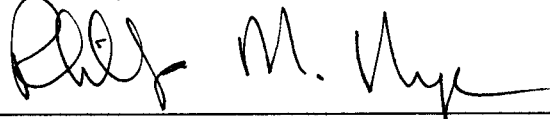

Sherry Lubic, Vice President

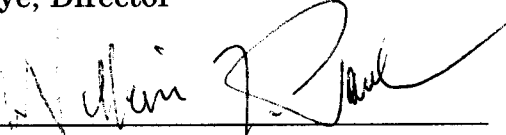

Heidi Kulpa, Secretary



Kay Peley, Treasurer


Pauline Cataldo, Director


Joan Erb, Director


Phil Nye, Director


William Paul, Director


Edith Sadowski, Director