BY-LAWS OF SUPPORTERS OF DEL-NOR WIGGINS PARK, INC.
dba Friends of Delnor-Wiggins Pass State Park

ARTICLE I
NAME

Section 1. The Incorporated name of this organization shall be Supporters of Del-Nor Wiggins Park Inc.

Section 2. The dba is Friends of Delnor-Wiggins Pass State Park, herein called the Corporation.

ARTICLE II
PURPOSE

Section 258.015, Florida Statutes (F.S.), states the purpose of a Citizen Support Organization (CSO) is to "operate for the direct or indirect benefit of the state park system or individual units of the state park system."

In compliance with Florida Statutes, the particular business or purpose for which the Corporation is organized are:

Section 1. 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 State 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.

Section 2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

- **A.** To assist park staff with resource management, facility maintenance, recycling and visitor services.
- **B.** To improve park resources and facilities through fundraising events and volunteer activities.

Section 3. 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.

Section 4. To learn more about the park's ecosystem, inhabitants and functions.

ARTICLE III
PRINCIPAL OFFICE

The principal office of the Corporation in this State is 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. The location and mailing address is 11135 Gulf Shore Drive, Naples, FL 34108.

ARTICLE IV
MEMBERS

Section 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 and by the payment of any such initiation fee and annual dues as determined, from time to time, by the Board. Failure to pay the annual dues shall result in termination of membership in the Corporation.

The Board and Division encourages park employees to be involved with a CSO as a general member and can assist with the efforts of the CSO. However, park employees cannot serve on the board or as an officer of their park's CSO, including as an ex-officio member.

It is Division policy that a spouse, relative, or dependent who resides with a park employee cannot serve as a CSO officer (President, Vice President, Secretary, Treasurer etc.), with that park's CSO.

Section 2. Categories of Membership: Category options include individual, family and corporate memberships. Membership levels are:

A. Seagull - $50.00

B. Manatee - $100.00

C. Dolphin - $250.00

D. Osprey - $500.00

E. Sea Turtle - $1,000.00

Other options may be defined periodically by the Board of Directors. At any meeting of the Corporation, all membership levels shall be entitled to one 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.

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

Section 4. Termination of Member: 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.

Section 5. Reinstatement of Member: 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 or other financial obligations for the period in which such reinstatement becomes effective, with a showing satisfactory to the Board of Directors that the default which was the basic for the termination has been suitably corrected.

ARTICLE V
MEMBERSHIP MEETINGS

Section 1. Annual Meeting: An annual meeting of the Corporation members shall be held on the second Monday of January each year, unless this date falls on a holiday, said meeting to be held at a location determined by the Board of Directors. Notice of such an annual meeting may be made by an announcement at least 14 days prior to the meeting date, in local newspapers, posted at 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.

Section 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.

Section 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 Board of 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.

Section 4. Quorum: A quorum for the transaction of business at any Corporation membership meeting shall be 10% of the membership current on their dues. 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 governed under provision 5 of Florida State Statutes or By-Laws a different vote is required, in which case such express provision shall govern control the decision of such question.

Section 5. Voting: At any meeting of the Corporation, a Corporation member in good standing shall be entitled to one (1) vote. Multiple owners of a membership shall have only one (1) composite vote.

Section 6. Absentee Voting: Absentee ballots or written proxies shall be allowed, but must be in writing and shall be filed with the Secretary, entered and recorded in the minutes of the meeting.

Section 7. 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 7 years.

Section 8. Order of Business: The order of business of all meetings of the Corporation shall include the following elements:

A. Determination of a Quorum

B. Approval of previous meeting minutes

C. Presentation and consideration of reports, unfinished business, new business and adjournment.

Section 9. 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

Section 1. Responsibilities: The administration and management of the Corporation shall be vested in the Board and its officers. All officers and directors shall have a fiduciary (trust) relationship to the members. The Corporation shall maintain such accounts and records as are necessary and prudent in accordance with good business standards. The Corporation, through its officers and directors, shall have the same powers, authorities and responsibilities as are vested in the officers and directors of a not-for-profit corporation under the laws of the State of Florida. The Corporation shall maintain an account for each member reflecting the name, address and the date said member's annual fee is due.

Section 2. Number of Directors: Three (3) to Nine (9) Directors, elected by the Corporation membership, shall serve on the board.

Section 3. 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 the Board may be re-elected for additional terms.

Section 4. Nominating Process: No 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 on the Board at the time. Voting members at the annual meeting may make additional nominations.

Section 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.

Section 6. Removal of Directors: A Director may be removed at any time by a majority vote of the Board of Directors for the following reasons:

A. Absent from three (3) consecutive meetings.

B. 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.

Section 7. Organization Board Meeting: An organization meeting of the Board of Directors shall be held immediately after the adjournment of the annual Corporation (Membership) meeting.

Section 8. Special Board Meetings: The President of the Corporation or at least two (2) Directors currently in office may call a special Board meeting. The President shall give notice to each Director of 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.

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

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

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

Section 12. Compensation: A Director may receive compensation from the Corporation for the 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.

Section 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

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.

Section 14. Conflict of Interest: It is recognized that Citizens Support Organization Boards are made up of members of the community. As a result, there will be times when the board makes business decisions that may relate to one or another or a board member's business.

Chapter 617.0832 of the Florida Statutes states that any board member of a non-profit organization must disclose any conflict of interest he or she may have when any vote is taken. The law does not preclude board members from having a potential conflict, but it does require disclosure of the conflict to the board and/or members entitled to vote, when a vote or other transaction takes place. If the members of the board are not aware of the conflict, then the action can be held to be void.

It shall be the policy of this Board that any and all Board Members disclose any conflict or potential conflict of interest that may arise in conducting business with the Board. If a conflict of interest does in fact exist, the item will be discussed by the board to determine if the contract or transaction is fair and equitable to all parties. If there is a potential for a conflict, the Board Member shall abstain from voting on the matter before the board. The item must pass the vote by majority of the quorum present, not including the Board Member who abstains.

Section 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/her absence the 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 or committee meetings with the privilege of participating in any discussion at such meetings. However, the park manager shall not be considered in determining the existence of quorum for the purpose of the meeting. The park manager or his/her designated substitute has no voting rights.

ARTICLE VII
OFFICERS

Section 1. Election of Officers: At the organizational meeting of the Board of Directors following the annual meeting of voting members of the Corporation, the Board shall elect the Officers.

Section 2. Officer Positions: The Corporation shall have a President, Vice-President, Secretary, Treasurer and Member Chair. They shall be chosen by the Board of Directors and shall hold their offices for a term of three (3) years. The corporation may also have a First Vice President, assistant secretaries or treasurers and other officers and agents deemed necessary. Any person may hold two (2) or more offices, except the President.

Section 3. Removal of Officers: An Officer may be removed for the same reasons and in the same manner as described under Removal of Director, Article VI, Section 6.

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

Section 5. President: The President, or in the President's absence, the Vice-President, shall preside at all meetings of the Board and the Corporation. The President shall have general supervision over the affairs of the Corporation and over other officers subject to the control of the Board. The President shall perform other duties as may be required by the by-laws or at the direction of the Board.

Section 6. 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. The Vice President shall mail thank-you notes and correspondence. The Vice President shall preform duties as established by the Board of Directors of the Corporation.

Section 7. Secretary: The Secretary, or designate, shall attend and keep the minutes of all meetings, have charge of Association records and papers and perform all other duties as assigned by the Board of Directors of the Corporation.

Section 8. Treasurer: The Treasurer: The Treasurer shall have custody of the funds of the Corporation and shall keep regular books and accounts together with vouchers, receipts, records and other papers normally incidental to such office in accordance with

good accounting practices and open to inspection by all members or their authorized representatives upon reasonable request. The Treasurer will make reports at each meeting of the Corporation and to the Board when requested.

Section 9. Membership Chair: The Membership Chair shall maintain membership records for each member reflecting the required information by the State of Florida Department of Environmental Protection. This information includes the name, address, phone number, email address and the date of the annual membership.

Section 10. Each of the above officers shall, in addition to the powers and duties conferred upon them herein, have all the powers, authorities and responsibilities as designated to officers of a not -or-profit corporation under the laws of the State of Florida.

Section 11. In the event the Board of Directors is in a recess and a vote is required on a financial or administrative issue, a vote may be taken by email or by phone. All email correspondence will be printed and handed over to the Secretary to be included in the file with the meeting minutes. All email votes are required to be unanimous.

ARTICLE VIII

COMMITTEES

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

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 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 Officer (s) or agents of the Corporation designated by the Board. All

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

Section 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 budgeted must be approved by the Board of Directors.

Section 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. Designated signatories with authority to withdraw funds may be bonded as deemed necessary by the Board.

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

ARTICLE X

TAX-EXEMPT ASSOCIATION

Section 1. The purpose of the Association is exclusively to support Delnor-Wiggins Pass State Park through charitable, scientific, literary, and educational functions within the meaning of section 501 (C)(3) Internal Revenue Code of 1986 or corresponding section of any future federal tax code. More particularly through programs, activities and fundraising efforts, to foster awareness of its importance as an environmental and recreational asset and assist in conserving its natural and cultural resources. Further, the Corporation may raise funds, request and receive gifts, contributions, due and acquire personal property and make expenditures or distributions for the benefit of Delnor-Wiggins Pass State Park.

Section 2. Notwithstanding any other provisions of these articles, this Corporation shall not carry on any activities not permitted under section 501 (C) (3) of the Internal Revenue Tax Code or corresponding section of any future tax code.

Section 3. 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(s), or to directly benefit Delnor-Wiggins Pass State Park as determined by the Board in consultation with the Park Manager at the time of dissolution.

Section 4. No part of the Corporation's funds shall inure to any member or director except for reimbursement of accountable expenses in conducting approved Corporation business.

ARTICLE XI

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 _____, 2024.

Janice Kmetz

Janice Kmetz, President

Kim R. Finer

Kim Finer, Vice-President

Valerie Thompson

Valerie Thompson, Secretary

Eric Cosentino

Eric Cosentino, Treasurer

Donna Graham

Donna Graham, Director

AR Counselman

Albert Counselman, Director

Signature: Janice Kmetz (Mar 5, 2024 15:31 EST)

Email: janice.kmetz@gmail.com

Signature: Kim Finer (Mar 5, 2024 17:29 EST)

Email: kfiner@kent.edu

Signature: Valerie Thompson
Valerie Thompson (Mar 6, 2024 07:20 EST)

Email: vthompson707@gmail.com

Signature: Eric Cosentino (Mar 5, 2024 18:07 EST)

Email: eric_cosentino@yahoo.com

Signature: Donna J Graham

Email: GRAHAM.DJ@GMAIL.COM

Signature: Albert Counselman (Mar 6, 2024 22:10 EST)

Email: acounsel@rcmd.com