

BY-LAWS
FRIENDS OF OSCAR SCHERER PARK, INC.

ARTICLE I: NAME AND LOCATION

SECTION 1: The regular name of this corporation shall be Friends of Scherer Park, Inc. herein called the Association.

SECTION 2: The principal office of the Association shall be located in Sarasota County, Florida.

SECTION 3: Other offices for the transaction of business may be at such place as may be designated from time to time by the Board of Directors, herein called the Board.

ARTICLE II: MEMBERS OF THE ASSOCIATION

SECTION 1: All persons, corporation, partnerships or other entities with an interest in supporting and furthering the purposes of this corporation are eligible for membership in this Association. Membership shall be obtained by any eligible applicant executing an application for membership on a form approved by the Board 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 when due shall result in termination of membership in the Association.

SECTION 2: An annual meeting of the Association members shall be held during December of each year in Sarasota County, Florida and within a twenty-five (25) mile radius of Oscar Scherer State Park and described in a notice of such meeting. Said notice may be made by announcement in local newspapers, the Association newsletter, by posting at Oscar Scherer State Park, by telephone, e-mail or any combination thereof Notice of an upcoming meeting will be announced at least fourteen (14) days prior to such meeting. At such meeting the Association members shall elect Directors.

SECTION 3: Any special meeting of the Association to be held at the place designated by such notice may be called at any time by the President: or in the President's absence, a Vice-President, or majority of the Board. Notice of the date, time and place for such special meeting shall be made in the manner as provided in Article II, Section 2. It shall be the duty of the Board, the President or a Vice-President to call such a meeting whenever requested by more than 10% of the Association's voting membership.

SECTION 4: Regular meetings of the membership may be held 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 manner as provided in Article II, Section 2.

SECTION 5: At any meeting of the Association an Association member shall be entitled to one (1) vote. Multiple owners of a membership shall have only one (1) composite vote.

SECTION 6: 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: A quorum for the transaction of business at any Association membership meeting shall be fifteen (15) or more members or a majority of the membership, whichever is less. The Association members present at any meeting with less than a quorum may adjourn the meeting to a future date.

SECTION 8: When a quorum is present at any meeting a majority of the members present or represented by absentee ballot or written proxy shall decide any question brought to the floor, unless the question is one governed under provision 5 of Florida State Statutes or By-Laws and calling for a different vote, in which case such provision shall govern and control decision of each question.

SECTION 9: Minutes of all Association meetings, both Board and membership, shall be retained for the life of the Association in a business-like manner and available for inspection by any member on reasonable notice.

ARTICLE III: ADMINISTRATION AND MANAGEMENT OF THE ASSOCIATION

SECTION 1: The administration and management of the Association shall be vested in the Board and its officers. All officers and directors shall have a fiduciary relationship to the members. The Association shall maintain such accounts and records as are necessary and in prudent in accordance with good business standards. The Association, 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 Association shall maintain an account for each member reflecting the name, address and the date said member's annual fee is due.

SECTION 2: The business of the Association shall be conducted and managed by the Board, which shall be elected by the Association members at the appropriate annual meeting. The Board shall consist of a minimum five (5) and a maximum of thirteen (13) directors.

SECTION 3: A director may be removed from the Board by a majority vote of the membership at any regular or special meeting as provided for herein.

SECTION 4: Special meetings of the Board shall be held at such places in Sarasota County, Florida within a twenty five (25) mile radius of Oscar Scherer State Park. Upon consent of a majority of Board members, annual and special Board meetings, to consider unforeseen, immediate needs, may be held without notice at any time or place provided reasonable efforts are made to contact all Board members.

SECTION 5: Notice of all annual, special or regular Board meetings shall be made as provided for in Article II, Section 2 and Article III, Section 4.

SECTION 6: One Third (1/3) of the Board members shall be present to constitute a quorum and act as a majority of the Directors for the transaction of business at any time.

SECTION 7: The Board shall elect, from its members, the officers of the Association who shall serve without compensation, for a two (2) year term, limited to a maximum of five (5) consecutive years in the same office. Such election shall be held at the Board meeting following the annual membership meeting. An officer may be removed at any time by a majority vote of the Board.

SECTION 8: Vacancies on the Board may be filled from within the Association membership by vote of the remaining members of the Board at any regular or special meeting.

SECTION 9: At each annual meeting of the Association the President shall submit a report of business transacted during the preceding year together with a report of the general financial condition of the Association: A Park Manager's report shall be requested and allotted for.

SECTION 10: Members of the Board shall be elected for a term of one (1) year, and any member of said Board may be re-elected. The Park Manager may be a voting director.

SECTION 11: The Board shall deposit the funds of the Association in such FDIC insured bank, banks or trusts as it may, from time to time direct. Withdrawals of such funds shall be by person or persons as directed by the Board.

SECTION 12: The Association members may direct any officer or director to be bonded in such amounts as warranted. The expense for such bonding shall be borne by the Association.

SECTION 13: The Board may engage such agents or parties as it deems necessary to assist in the administration and management of the Association.

SECTION 14: The fiscal year of the Association shall be Jan. 1 through Dec. 31.

SECTION 15: The Board may appoint an Advisory Council to consist of no less than three (3) persons to serve indeterminate terms and who may not be members of the Board or Association. In addition to such other counsel as may be offered or requested, members of such an Advisory Council would, on occasion, constitute the Board of Advisors specified by the Community Foundation of Sarasota County in relation to certain releases of monies from the Oscar Scherer State Park Endowment Fund.

SECTION 16: The Association shall, have a President, Vice-President, Secretary, and Treasurer. The Association may also have a First Vice-President, Second Vice-President, Assistant Secretaries, Assistant Treasurers and such other officers and agents as may be deemed necessary. Any person may hold two (2) or more offices except the President.

SECTION 17: The President, or in the President's absence; the Vice President of the Association shall preside at all meetings of the Board and the Association. The President shall have general supervision over the affairs of the Association and over other officers. In the absence of the President and the Vice-President these duties shall be performed by the First Vice-President, Second Vice-President, Secretary or Treasurer in the respective order.

SECTION 18: 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 normally incident to such office.

SECTION 19: The Treasurer shall have custody of the funds of the Association and shall keep regular books and accounts together with vouchers, receipts, records and other papers normally incident to such office in accordance with good accounting practices and open to inspection by all members or their authorized representatives upon reasonable request.

SECTION 20: Each of the officers above described 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 for profit corporation under the laws of the State of Florida.

SECTION 21: In the event the BOD 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 phone votes will be transcribed by the Secretary and placed with the last meetings minutes.

ARTICLE IV: TAX-EXEMPT ASSOCIATION

SECTION 1: The purpose of the Association is exclusively to support Oscar Scherer 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 fund raising, to foster awareness of its importance as an environmental and recreational asset, and assist in conserving its natural and cultural resources. Further, the Association may sponsor research, raise funds, request and receive gifts, contributions, dues and acquire personal property, and make expenditures or distributions for the benefit of Oscar Scherer State Park.

SECTION 2: Notwithstanding any other provisions of these articles, this Association 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 of dissolution, the residual assets of the Association will be turned over to one or more Associations which themselves are exempt as described in section 501(c)(3) and 170(c)(2) of the code of corresponding sections of any prior or future Internal Revenue Law, or to Federal, State or local government for public purpose(s), or to directly benefit Oscar Scherer State Park as determined by the Board in consultation with the Park Manager at the time of dissolution.

SECTION 4: No part of the Association’s funds shall inure to any member or director except for reimbursement of accountable expenses in conducting approved Association business.

This revised By-Laws of the Friends of Oscar Scherer Park, INC. were approved by a majority of its Board of Directors on November 12, 2018.

President
Ronald Newton _____

Vice President
David Pierce _____

Treasurer
Anne Heuer _____

Secretary
Lora Pierce _____

Director
Carolyn Morgan _____

Director
Steve Uglinica _____

Director
Kim Thomas _____

Director
John Beatty _____

Director
Jane Reeves _____

Youth Advisor
Ethan Poore _____