

**BY-LAWS of  
SALT SPRINGS ALLIANCE, INC.  
A Florida Not-For-Profit Corporation**

**ARTICLE I  
Salt Springs Alliance - Port Richey FL.**

SECTION 1 - The name of the corporation shall be Salt Springs Alliance, Inc., hereinafter called the Corporation.

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

Werner Boyce Salt Springs State Park

Salt Springs Alliance Inc

9120 Old Post Road

Port Richey, Florida 34668

**ARTICLE II**

**Purpose and Objectives**

The purpose and objectives of the Corporation are as follows:

To act as a non-profit corporation which will function as a citizen support organization, as defined and regulated by the Florida Department of Environmental Protection, in order to generate and employ additional resources and support for and in the best interests of Werner Boyce Salt Springs State Park through, among other events and activities, the following; special work projects, special programs, special events, outreach programs, educational and scientific research, activities and communications, and guided tours ,as well as those activities or events which are designated to meet the additional areas of park needs recommended by the Division of Recreation and Parks or the Park Manager of Werner Boyce Salt Springs State Park.

Generally to do all things and transact all business which may lawfully be done by any person or individual, not inconsistent with the rights and purposes of a non-profit corporation. Provided, however, the Corporation shall not engage in any activities prohibited under Chapter 617, Florida Statutes, including, without limitation, those activities expressly prohibited under Section 617.0105, Florida Statutes.

The purpose of this Corporation is to act as a non-profit corporation under the laws of the State of Florida with no view to pecuniary gain or profit to its members.

The Corporation shall be non-discriminatory, non-partisan, and non-sectarian.

The Corporation shall not engage in direct support or opposition to specific issues or activities of political officers or candidates.

## ARTICLE III

### Ownership

Certificate of Membership. The Corporation shall not issue shares of stock, but a certificate of membership shall evidence membership in the Corporation. No dividends shall be paid, and no part of the net income of the Corporation shall be distributed to the Corporation'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 Corporation 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 club.

SECTION 2 - Enrollment. The Corporation shall keep a true and accurate membership listing of the names and addresses of all members. Such records shall be kept at the principal office of the Corporation. All members are expected to immediately notify the Secretary of the Corporation in writing of any changes of address.

SECTION 3 - Membership. Memberships are for a one-year period from the time the member signs on and may be renewed annually. The initial voting membership categories shall be: General, Non-Profit Organization, Corporate Bronze, Corporate Silver, Corporate Gold, Corporate Platinum, and Charter. The Board may establish additional categories from time to time. Each voting membership category shall be entitled to one vote.

SECTION 4 - Termination of Membership. Membership in this Corporation shall be terminated in any one of the following manners:

(a) By voluntary written resignation accepted by the Board of Directors.

(b) By resolution of the Board, without cause. Such resolution shall be adopted by a majority at a regular or special meeting of the Board at which a quorum is present.

(c) By expulsion for any violation of these By-Laws, or any rules or regulations adopted by the Corporation as determined by a majority vote at any regular or special meeting of the Board at which a quorum is present.

(d) By failure to pay the proper membership fee to become a member of the Corporation, 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.

(e) By voluntary or involuntary dissolution of the Member if the Member is a corporation, firm, or other business entity.

Upon termination of membership, all rights, title and interest which a member may have had or acquired in the Corporation shall immediately cease, including without limitation, the right to vote and otherwise participate in the Corporation. Notwithstanding the foregoing, before any Membership shall cease against a Member's will, he shall be given an opportunity to be heard by the Board of Directors, unless he is absent from Pasco County at the time of termination.

SECTION 5 - Effect of Termination. Termination of a Member for any reason shall not relieve the member as to any existing financial obligations owed by that Member to the Corporation.

SECTION 6 - Corporation and Other Business Entities. Should any Member of the Corporation be a partnership, association, or corporation, it shall designate in writing the name of the person authorized to represent it in its relations to the Corporation and may from time to time designate such representative by written notice delivered to the Corporation. Each member of the Corporation shall have but one voting representative.

SECTION 7 - Membership Not Transferable. Except as otherwise provided herein, membership is not transferable or assignable.

SECTION 8 - Reinstatement. 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, and payment of any dues for the period in which reinstatement becomes effective, and with satisfaction of the Board of Directors that the default which was the basis for the termination has been suitably corrected.

SECTION 9 - Good Standing. No member shall be considered to be in good standing if it is determined by a majority vote at a meeting of the Board of Directors at which a quorum is present that such member is delinquent in any financial obligations to the Corporation.

SECTION 10 - Rights. No member shall have any vested right, interest, or privilege to the assets, functions, affairs or franchises of the Corporation, or 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.

## ARTICLE VI

### Funds

SECTION 1 - Administration. All monies received by the Corporation shall be used and administered by its members exclusively for the purpose set forth in Article IV in the Articles of Incorporation of this Corporation, and the By-Laws, as the Board of Directors may from time to time determine. All determinations of the Board of Directors concerning the expenditures of funds held for use by the members shall be final and conclusive.

SECTION 2 - Budget. Prior to the annual meeting of the Members, Projects requiring expenditures over \$3,000 shall be approved by the Board. Fiscal report shall be presented at each meeting to report total balance and expenditures from the last meeting.

## ARTICLE VII

### Management

SECTION 1 - Management of Board of Directors. The business and the property of the Corporation 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 3, and shall not exceed 25, all who shall be members in good standing.

SECTION 2 - Ex-Officio. Ex-officio or honorary members of the Board of Directors may serve from time to time as approved by the Board of Directors. They will serve as non-voting members of the Board.

SECTION 3 - Powers of the Board of Directors. The Board of Directors shall have control and management of the affairs of the Corporation, with the authority to engage and discharge employees and agents of the Corporation, fix salaries, admit, suspend or expel members, create and appoint committees, and to do everything necessary and desirable in the conduct of the business of the Corporation and in accordance with these By-Laws.

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 an 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.

SECTION 5 - Agreements. The Board of Directors may authorize any Office or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority shall be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or other person shall have

the power or authority to bind the Corporation 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 Corporation, provided, however, that it may authorize a revolving fund as a petty cash fund of not more than three hundred dollars (\$300.00) per month for a series of small expenditures by the Treasurer prior to approval, but subject to ratification, for proper corporate purposes.

SECTION 7 - Designation of Depositories. The Board of Directors shall designate the bank or banks for depository and drawing purposes.

SECTION 8 - Term. The term of office of the Directors of the Corporation shall be as follows:

(a) The initial Directors shall serve a term of two (2) years.

(b) Thereafter, elections shall be held on an semi-annual basis. Directors shall serve a two-year term.

(c) The Board of Directors shall annually solicit nominations from the members and shall prepare a slate of director nominees for the succeeding year.

A Director's term shall end on the expiration of same or until such time as a successor is elected and/or until earlier resignation, death, or removal. Directors shall be elected by written ballot submitted to the Membership or by an annual or special meeting of the membership called for such purpose. Directors shall be elected by a majority vote of returned written ballots of the Members. Ballots are to be sent out to the general membership by December 10th of each year as vacancies exist, and will contain the names of those Board Members who are up for re-election and the names of any members running for election to the Board. 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 9 - Voting. Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. Directors may not vote by proxy. Votes may be solicited by individual telephone communication for the entire board in the event a vote is necessary for business purposes prior to a scheduled meeting of the Directors providing a recorded record of that vote is made public.

SECTION 10 - Removal of Directors. Any Director may be removed from office by an absolute majority vote of the Membership entitled to vote at any meeting of the Membership of the Corporation. 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 acted upon. Such notice to the Director must state the cause for the proposed removal.

SECTION 11 - Vacancies. Any vacancy occurring on the Board of Directors by reason of death, resignation or removal of a Director shall be filled by the remaining Members of the Board. Such appointee shall serve during the un-expired term of the Director whose position has become vacant.

SECTION 12 - Liability. The Board of Directors may authorize the Corporation to pay expenses incurred by, or to satisfy a judgement of fine rendered or levied against a present or former director, officer, or employee of the Corporation in an action brought by a third party against such person (whether or not the Corporation 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 Corporation or by both; provided the Board 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 Corporation or its Members. Payments authorized hereunder include amount paid and expense incurred in settling any such action or threatened action.

SECTION 13 - Notice, Time, and Call of Meetings. The Annual Meeting of the Board of Directors may be held without notice immediately after the Annual Meeting of the Members. Written notice of the time and place of Special Meetings of the Board will be given to each Director by either personal delivery, email, first class mail, electronically or telephone at least two days before the meeting.

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

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of the adjournment.

Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 14 - Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of a committee of the Board, may be taken without a meeting if consent in writing or electronic message, setting forth the action so to be taken, signed or sent by all Directors, or all Committee Members, as the case may be, is filed in the Minutes of the proceedings of the Board or of the Committee. Such consent shall have the same effect as a unanimous vote.

## ARTICLE VIII

### Officers

SECTION 1 - Officers. The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors. They shall be known as the Executive Committee. The Board may appoint such Officers as they deem necessary. Officers shall serve consecutive two-year terms with the option for re-election by a majority vote from the Board Members.

SECTION 2 - Removal. Officers shall serve consecutive two-year terms 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 judgement the best interests of the Corporation 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 un-expired term of his or her predecessor in office.

SECTION 4 - President. The President shall be Chairperson of the Executive Committee and, as such, shall be the first Executive Officer of the Corporation. The President shall preside over all meetings of the Board of Directors, the Executive Committee and the Members, shall have general and active management of the business of the Corporation, 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 corporation.

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.

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 keep the seal of the Corporation and shall have the authority to affix same to all instruments where its use is required. 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.

SECTION 7 - Treasurer. The Treasurer, Vice President, or President, shall have custody of all corporate funds, shall keep books belonging to the Corporation containing full and accurate accounts of all receipts and disbursements, and shall deposit all monies and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. Any executive officer may authorize

purchases up to \$300, two officers approval is required for any other expenditures in excess of \$300. All checks and disbursements over \$300 shall require signatures of any two officers of the Corporation. The Treasurer shall render to the Directors at the meetings of the Board, whenever requested, an account of all transactions performed and of the financial condition of the Corporation. The Treasurer shall be an ex-officio member of any committee of the Corporation empowered to commit funds of the Corporation.

## ARTICLE IX

### Meetings of the Members

SECTION 1 - Annual Meeting. The Annual Meeting of the Members of the Corporation shall be held in February or as designated by the Board of Directors. Notice of the meetings shall be given by mail or electronic message by the Secretary or designated Committee Member to each Member at least ten (10) days prior to such meeting. Business transacted at said meeting will include a report on, or the election of, the Board of Directors, along with the transaction of other business. Meetings may be electronic, web based, or live.

The Board of Directors may designate another date, time and place for the Annual Meeting of the Corporation, in which event written notice of such revised time and place of meeting shall be mailed or electronic messaged by the Secretary or Committee Member to each Member at least ten (10) days in advance. Meetings may be electronic, web based, email correspondence for voting, or live.

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, shall be delivered not less than ten (10) nor more than thirty (30) days, before the date of the meeting, either personally 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. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his address as it appears on the record of the Corporation, with postage thereon prepaid.

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 attendance, 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.

SECTION 5 - Action of Members Without a Meeting. Any action which may be taken at any Annual or Special Meeting of the Members may be taken without a meeting, without



prior notice, and without a vote of a consent in writing, setting forth the action so taken, shall be signed by the number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted.

## ARTICLE X

### Notices

SECTION 1 - Notice. All notices required by law or by these or by present or future rules and regulations of the Corporation given to any member or Officer of the Corporation shall be in writing and shall be given:

By delivery of the notice to the Member personally or

By delivery 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 Corporation.

A Statement signed by the Secretary 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.

SECTION 2 - Waiver of Notice. Whenever any notice whatsoever is required to be given under law or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such 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 majority vote of the Directors at any meeting of the Board, 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 Corporation, or as they may thereafter be changed or amended.

SECTION 3 - Any provision in these By-Laws that are in conflict with Chapter 617, Florida Statutes, shall be void.

## ARTICLE XII

### Proxies

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

SECTION 2 - No Agreement between Members shall be effective to bind the Corporation.

## ARTICLE XIV

### Dissolution

Dissolution of the Corporation may be accomplished as provided in Section 617.05, Florida Statutes.

The above By-Laws of Salt Springs Alliance, Inc. were approved unanimously by the Board of Directors January 2018.